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U.S. DISTRICT COURT  
N.D. OF ALABAMA

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THE UNITED STATES DISTRICT COURT NORTHERN  
DISTRICT OF ALABAMA, NORTHEASTERN DIVISION

CIVIL ACTION NO. 5:18-CV-01983-LCB

NUCLEAR DEVELOPMENT, LLC,

Plaintiff,

vs.

TENNESSEE VALLEY AUTHORITY,

Defendant.

VIDEOCONFERENCE AND VIDEO DEPOSITION

OF

WILLIAM MCCOLLUM

July 9, 2020

REPORTED BY:

Gail B. Pritchett

Certified Realtime Reporter,

Registered Professional

Reporter and Notary Public

## A P P E A R A N C E S

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<p>1 I, Gail B. Pritchett, a Certified</p> <p>2 Realtime Reporter and Registered Professional</p> <p>3 Reporter of Birmingham, Alabama, and a Notary</p> <p>4 Public for the State of Alabama at Large,</p> <p>5 acting as Commissioner, certify that on this</p> <p>6 date, as provided by the Federal Rules of</p> <p>7 Civil Procedure of the United States District</p> <p>8 Court, and the foregoing stipulation of</p> <p>9 counsel, there came before me via</p> <p>10 videoconference deposition on the 9th day of</p> <p>11 July, 2020, commencing at 10:04 a.m., WILLIAM</p> <p>12 MCCOLLUM, witness in the above cause, for oral</p> <p>13 examination, whereupon the following</p> <p>14 proceedings were had:</p> <p>15</p> <p>16 THE COURT REPORTER: We are now on</p> <p>17 the record. This is the video deposition of</p> <p>18 William McCollum in the matter of Nuclear</p> <p>19 Development, LLC vs. Tennessee Valley</p> <p>20 Authority, in the United States District Court</p> <p>21 for the Northern District of Alabama</p> <p>22 Northeastern Division, Case Number</p> <p>23 5:18-CV-01983-LCB. Today's date is July 9,</p>	<p>1 2020 and the time is 10:04 a.m.</p> <p>2 Would counsel and all present</p> <p>3 please introduce yourself for the record after</p> <p>4 which time I will swear in the witness.</p> <p>5 MR. LEMBKE: This is Matt Lembke,</p> <p>6 counsel for TVA.</p> <p>7 MR. CHIN: This is Steve Chin for</p> <p>8 defendant TVA.</p> <p>9 MR. O'REAR: Caine O'Rear for the</p> <p>10 plaintiff Nuclear Development.</p> <p>11 THE COURT REPORTER: Mr. McCollum,</p> <p>12 would you raise your right hand, please?</p> <p>13 MR. LEMBKE: Hold on. Mr. Blust</p> <p>14 needs to unmute his phone.</p> <p>15 MR. BLUST: This is Larry Blust, I</p> <p>16 am also attorney for the plaintiff.</p> <p>17 THE COURT REPORTER: Mr. McCollum,</p> <p>18 would you raise your right hand, please.</p> <p>19 MR. LEMBKE: Ms. Pritchett, hold</p> <p>20 on one second. I just want to note for the</p> <p>21 record that the parties have agreed that this</p> <p>22 deposition can be taken before Gail Pritchett,</p> <p>23 an Alabama licensed court reporter. Mr.</p>

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1 O'Rear, is that accurate?  
 2 MR. O'REAR: Yes.  
 3  
 4 WILLIAM MCCOLLUM,  
 5 having been first duly sworn, was examined and  
 6 testified as follows:  
 7  
 8 THE COURT REPORTER: Usual  
 9 stipulations?  
 10 MR. LEMBKE: Yes.  
 11 MR. O'REAR: That's fine.  
 12  
 13 EXAMINATION BY MR. LEMBKE:  
 14 Q. Good morning, Mr. McCollum. Will  
 15 you state your name for the record, please?  
 16 A. My name is William Ralph McCollum,  
 17 Jr.  
 18 Q. And as you know, you were  
 19 previously deposed in this case. Has any of  
 20 your -- has your residence address changed  
 21 since that time?  
 22 A. No.  
 23 Q. And are you still the CEO of

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1 Nuclear Development?  
 2 A. Yes.  
 3 Q. Mr. McCollum, as I said at the  
 4 last deposition, you have now been placed under  
 5 oath. I am going to ask you a series of  
 6 questions. If at any time you don't understand  
 7 a question or need me to repeat it, I will be  
 8 happy to do so. Otherwise, I will assume you  
 9 understand the question, okay?  
 10 A. Yes.  
 11 Q. And if at any point you need to  
 12 take a break, just let me know as soon as the  
 13 pending question has been answered, we can take  
 14 a break, all right?  
 15 A. Okay.  
 16 Q. Now, Mr. McCollum, as you likely  
 17 know, this is the deposition of Nuclear  
 18 Development, LLC and you have been designated  
 19 to testify on the topic of the nature and  
 20 extent of any and all damages claimed by  
 21 Nuclear Development in this case. Is that your  
 22 understanding of what you are here to testify  
 23 to today?

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1 A. Yes.  
 2 Q. And you understand your answers --  
 3 you will be speaking on behalf of the company  
 4 in giving your answers, right?  
 5 A. Yes.  
 6 Q. Okay. What did you do to prepare  
 7 for today's deposition?  
 8 A. I reviewed information related to  
 9 some of the charges that were submitted for  
 10 damages.  
 11 Q. All right. Did you have any  
 12 meetings with anyone about that?  
 13 A. Yes. I met with Gloria Thurman.  
 14 Q. Who is Gloria Thurman?  
 15 A. Gloria Thurman is secretary for  
 16 Nuclear Development and Franklin Haney, and she  
 17 is the person who processed the invoices.  
 18 Q. And when did you -- did you meet  
 19 with her face to face?  
 20 A. No, I met with her over the phone.  
 21 Q. And when did that meeting occur?  
 22 A. That was this past Monday, the 6th  
 23 of July.

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1 Q. And how long did that meeting  
 2 last?  
 3 A. Approximately an hour.  
 4 Q. And did you have any conversations  
 5 with anyone else in preparation for your  
 6 testimony today?  
 7 A. Just counsel.  
 8 Q. And do you have any notes or other  
 9 documents in the room there with you?  
 10 A. I do.  
 11 Q. All right. What notes do you have  
 12 with you in the room?  
 13 A. I have a summary sheet of invoices  
 14 from FlexJet for flights that were billed with  
 15 some notes that I made to refresh my memory  
 16 about the -- each of the flights.  
 17 Q. Okay.  
 18 A. And I have the Exhibit 120, the  
 19 damages computation spreadsheet.  
 20 Q. And from FlexJet, is it the  
 21 information that FlexJet provided pursuant to  
 22 our subpoena that you have that lists out each  
 23 flight one by one or is it something else?

<p style="text-align: right;">Page 13</p> <p>1 A. It is a summary worksheet that has</p> <p>2 a list of the flights. It doesn't have all of</p> <p>3 the specifics that were on the FlexJet invoice.</p> <p>4 Q. Okay. And from whom did you</p> <p>5 obtain the summary?</p> <p>6 A. Well, I got information from</p> <p>7 Gloria Thurman about the FlexJet flights. And</p> <p>8 then I finished out the spreadsheet by adding</p> <p>9 my comments.</p> <p>10 MR. O'REAR: If I could say, Matt,</p> <p>11 the document he has is the document produced by</p> <p>12 FlexJet pursuant to the subpoena.</p> <p>13 MR. LEMBKE: Okay.</p> <p>14 Q. (BY MR. LEMBKE:) And did you go</p> <p>15 through each of those flights to determine the</p> <p>16 purpose for those flights, Mr. McCollum?</p> <p>17 A. I did, in conjunction with Gloria</p> <p>18 Thurman.</p> <p>19 Q. Okay. Very well. Now, you</p> <p>20 referenced that you have Exhibit 120 in front</p> <p>21 of you and that that's also -- a copy of it is</p> <p>22 in the box if you want to look at it. But you</p> <p>23 understand Exhibit 120 to be a listing of the</p>	<p style="text-align: right;">Page 14</p> <p>1 various damages that Nuclear Development is</p> <p>2 claiming in this case, correct?</p> <p>3 A. That's correct.</p> <p>4 Q. Okay. Now, if you would, we are</p> <p>5 largely going to go in numerical order in the</p> <p>6 box, but if you would go pull out Exhibit 133,</p> <p>7 141, and 142.</p> <p>8 (Exhibit Number 133, Exhibit</p> <p>9 Number 141, and Exhibit Number 142</p> <p>10 were referred to in this</p> <p>11 deposition.)</p> <p>12 A. Okay. 133, 141, and 142.</p> <p>13 Q. Yes, sir.</p> <p>14 A. Okay. I have those.</p> <p>15 Q. If you will look at Number 142,</p> <p>16 these are invoices and payment records to TVA</p> <p>17 by Nuclear Development pertaining to the</p> <p>18 charges by Flight Options, LLC, correct?</p> <p>19 A. Yes.</p> <p>20 Q. And it is your understanding that</p> <p>21 Flight Options, LLC then changed its name and</p> <p>22 became FlexJet, LLC, right?</p> <p>23 A. That's what I have been told, yes.</p>
<p style="text-align: right;">Page 15</p> <p>1 Q. And then if you look at Exhibit</p> <p>2 141, it is a compilation of the invoices and</p> <p>3 payment records sent by FlexJet, correct, for</p> <p>4 which Nuclear Development is seeking</p> <p>5 reimbursement as damages in this case, right?</p> <p>6 A. Just one second.</p> <p>7 Q. Okay.</p> <p>8 A. (Reviewing document.) Yes.</p> <p>9 Q. Okay. Now, if I could get you to</p> <p>10 turn your attention to Exhibit 133.</p> <p>11 A. Okay.</p> <p>12 Q. And this is the spreadsheet that</p> <p>13 was produced by FlexJet that contains the</p> <p>14 flight options and FlexJet flights</p> <p>15 corresponding to the invoices that we just went</p> <p>16 over in Exhibits 141 and 142, is that your</p> <p>17 understanding?</p> <p>18 A. Yes.</p> <p>19 Q. Okay. I want to begin with the</p> <p>20 first two entries on the first page of Exhibit</p> <p>21 133. The entries are for flights that occurred</p> <p>22 on November 13th and November 14th, 2016 --</p> <p>23 A. Yes.</p>	<p style="text-align: right;">Page 16</p> <p>1 Q. -- correct? And that was before</p> <p>2 the contract was executed, TVA and Nuclear</p> <p>3 Development, correct?</p> <p>4 A. I believe so, yes.</p> <p>5 Q. So Nuclear Development is seeking</p> <p>6 as damages the cost of flights that occurred</p> <p>7 before the contract was ever signed, right?</p> <p>8 A. Yes. These were -- this was a</p> <p>9 trip to attend the Bellefonte auction.</p> <p>10 Q. All right. Now, I notice that</p> <p>11 there are a number of flights from Teterboro,</p> <p>12 New Jersey, which is in the New York</p> <p>13 metropolitan area. Does Mr. Franklin Haney</p> <p>14 have a home in the New York area?</p> <p>15 A. He has a condo, yes.</p> <p>16 Q. Okay. And so the first flight you</p> <p>17 said was for Mr. and Mrs. Haney to travel to</p> <p>18 Scottsboro for the closing?</p> <p>19 A. Yes.</p> <p>20 Q. And the second one was for them to</p> <p>21 go to West Palm Beach after the closing?</p> <p>22 A. Yes.</p> <p>23 Q. All right. On -- hold on one</p>

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1 second.  
 2 (Brief pause.)  
 3 Q. (BY MR. LEMBKE:) All right. The  
 4 next entry on this log is for November 21st,  
 5 2016, a flight from Miami to  
 6 West Palm Beach where Franklin Haney II was on  
 7 the plane, do you see that?  
 8 A. I do.  
 9 Q. What was the purpose of that  
 10 flight?  
 11 A. So ultimately the flight went from  
 12 West Palm Beach to -- excuse me, from Miami to  
 13 West Palm Beach, picked up the remaining  
 14 passengers, Franklin and Emeline Haney, and  
 15 then went on to Dulles, to the D.C. area for  
 16 meetings with congressional and Senate members  
 17 and staff on the Hill.  
 18 Q. And the flight from Miami to West  
 19 Palm Beach, it was because Frank Haney was in  
 20 Hawaii at the time?  
 21 A. Yes.  
 22 Q. And so -- and that is a charge for  
 23 three thousand eight hundred and fifty-nine

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1 is a flight from West Palm Beach to  
 2 Chattanooga. What was the purpose of that  
 3 flight?  
 4 A. To meet with one or two members  
 5 from the board of -- the Electric Power Board  
 6 of Chattanooga, which is the city utility in  
 7 the city of Chattanooga, Tennessee.  
 8 Q. Did Mrs. Haney participate in  
 9 those meetings?  
 10 A. I was not at the meeting, so I  
 11 can't say for certain that she was there. It  
 12 is my understanding that she participated in  
 13 the meetings, but I can't tell you that for  
 14 certain.  
 15 Q. All right. I am assuming the dog  
 16 did not participate in any meetings?  
 17 A. I'm sure he didn't have a speaking  
 18 part in any of the meetings.  
 19 Q. All right. And then -- now, did  
 20 the meetings cover four days? Because I see  
 21 the return flight on December 22nd was four  
 22 days after the trip up.  
 23 A. Yeah, it is my understanding that

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1 dollars to fly from Miami to West Palm Beach,  
 2 correct?  
 3 A. Yes, that's what it says here.  
 4 Q. All right. On December 7th there  
 5 is a flight from West Palm Beach to Scottsboro,  
 6 with Franklin Haney on board. What was the  
 7 purpose of that trip?  
 8 A. Okay. I think you cut out a  
 9 little bit. Are you referring to the December  
 10 7th, 2016 --  
 11 Q. Yes, sir.  
 12 A. -- flight at 3:46 p.m.?  
 13 Q. Yes, sir.  
 14 A. Okay. So that was to meet at the  
 15 Bellefonte site to review where we were with  
 16 the site and have some meetings with staff down  
 17 there.  
 18 Q. All right. And -- okay. The next  
 19 entry is December 8th from Huntsville to West  
 20 Palm Beach, and that was the return flight  
 21 after those meetings?  
 22 A. Yes.  
 23 Q. And then on December 18th, there

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1 in order to match the schedules of the folks  
 2 they were meeting with, they had to stay a few  
 3 days to be able to get on the calendars for  
 4 folks.  
 5 Q. All right. Then there is a flight  
 6 on January 3rd from West Palm Beach to  
 7 Chattanooga. What was the purpose of that  
 8 trip?  
 9 A. So those were -- that trip was to  
 10 have discussions with stakeholders in  
 11 Chattanooga about the possible -- possibility  
 12 of the sale of power from Bellefonte to  
 13 Chattanooga.  
 14 Q. All right. And the return trip  
 15 was on January 4th, correct?  
 16 A. Yes.  
 17 Q. And it's fair to say that the  
 18 discussions about the potential sale of the  
 19 power were not necessary to get to the closing  
 20 or to complete the closing on the Purchase and  
 21 Sale Agreement, they were for potential  
 22 contractual arrangements that might exist once  
 23 the power started being generated, correct?

Page 21

1 A. Well, there is a chicken and egg  
2 issue with developing the project. So that --  
3 the purpose for buying Bellefonte was to  
4 complete it and operate it as a commercial  
5 nuclear power plant. In order to get  
6 financing -- in order to secure financing to be  
7 able to effect the completion of the plant and  
8 put it in service, you needed to have some  
9 confidence of the ability to sell the power  
10 once the plant is completed.

11 So the people that you would talk  
12 to about obtaining financing for the plant  
13 would want to know do you have a place to sell  
14 the power once the plant is completed, thus  
15 ensuring cash flow to be able to pay off the  
16 loans. So it's -- you really have to start  
17 working on getting the customers lined up in  
18 order to begin discussions about the financing  
19 to be able to complete the plan.

20 Q. Well, but I was talking about the  
21 -- getting to closing on the Purchase and Sale  
22 Agreement and it was not conditioned in any way  
23 on financing of the plant, correct?

Page 23

1 financing lined up, and in order to do that,  
2 you have to pursue customers. So it's all part  
3 of one package to be able to accomplish what we  
4 were trying to accomplish when we bid on the  
5 Bellefonte facility.

6 Q. (BY MR. LEMBKE:) Now let's look  
7 at the next entry which is January 25th from  
8 Dulles to Scottsboro. What was the purpose of  
9 that trip?

10 A. That was another site visit to get  
11 people on site and better understand the  
12 condition of the facility and start to look at  
13 how we would line up personnel to get on site  
14 and begin putting together construction  
15 estimates and that sort of thing.

16 Q. All right. And then later that  
17 same day, a flight from Scottsboro to West Palm  
18 Beach, so that was taking Mrs. Haney and Frank  
19 Haney down to Mrs. Haney's home in West Palm  
20 Beach -- or in Palm Beach?

21 A. Yes.

22 Q. All right. Next it is February  
23 1st, West Palm Beach to Montgomery. What was

Page 22

1 A. Yeah, I don't have the Purchase  
2 and Sales Agreement in front of me. All I am  
3 saying is our only motivation for buying the  
4 plant was to complete it and put it in service  
5 to produce power, and to do that we needed to  
6 line up customers and financing and perform  
7 licensing work and that sort of thing.

8 Q. But what I am getting at, Mr.  
9 McCollum, is the construction of -- or the  
10 completion of the nuclear units at the plant  
11 was separate and apart from the Purchase and  
12 Sale Agreement, correct?

13 MR. O'REAR: Let me object. I  
14 think this is outside the scope of the question  
15 regarding damages, but I will let him answer  
16 one more time.

17 A. Yes, I can't speak to what is in  
18 the Purchase and Sales Agreement because I  
19 don't have it in front of me. But, again, our  
20 view is it's all one package, you buy the site  
21 and the existing facilities in order to  
22 complete the plant and produce electricity.  
23 And in order to do that, you have to get

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1 the purpose of that trip?

2 A. So as part of putting together the  
3 total financing package for the project, it was  
4 our desire to pursue state incentives for the  
5 project. You are familiar with the fact that a  
6 lot of major projects will apply for state  
7 incentives for -- they can come in various  
8 forms. But that was the purpose of the meeting  
9 was to meet with people in Montgomery about  
10 exploring the possibility of state incentives  
11 for the Bellefonte project which would have  
12 been part of the total financing package.

13 Q. And then the next day was the  
14 return flight to West Palm Beach, correct?

15 A. Okay. Tell me again which date  
16 you are looking at.

17 Q. February 2nd, 2017.

18 A. Right, yeah, that is the return  
19 flight to West Palm Beach.

20 Q. All right. And then on February  
21 20th, 2017, there is a flight from Boca Raton  
22 to Birmingham. What was the purpose of that  
23 flight?



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1 A. Okay. So that -- hang on, it  
 2 takes me a second here to follow these lines  
 3 all the way across the spreadsheet and just  
 4 make sure I don't get on the wrong line.  
 5 And so that flight was in  
 6 connection with discussions with Southern  
 7 Company about the possible sale of power and  
 8 operation of the facility.  
 9 Q. All right. And then the next  
 10 flight on February 21st was the return flight  
 11 to Florida, correct?  
 12 A. Yes.  
 13 Q. All right. Then on March 6th  
 14 there was a flight from West Palm Beach to  
 15 Dulles. What was the purpose of that trip?  
 16 A. That was for meetings with  
 17 congressional staff in D.C.  
 18 Q. All right. And the return  
 19 occurred on March 9th, correct?  
 20 A. March 9th, yes.  
 21 Q. All right. And then on April 3rd  
 22 there was a flight from West Palm Beach to  
 23 Birmingham. What was the purpose of that trip?

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1 Q. -- what was being discussed with  
 2 congressional staff?  
 3 A. Well, a number of things. So we  
 4 were making application with the Department of  
 5 Energy for loan guarantees under a program for  
 6 loan guarantee funding for construction of  
 7 nuclear facilities. And there had been efforts  
 8 to zero the money for that program out of the  
 9 budget. And so we needed to explore with the  
 10 congressional staff the level of confidence  
 11 that that program would remain in the upcoming  
 12 budgets so that we would have access to it.  
 13 And then also discussion about the program that  
 14 offered incentives in the form of power  
 15 production tax credits for new nuclear  
 16 facilities that were completed.  
 17 Q. Mr. McCollum, who provided the  
 18 detail to you on the purpose of all of these  
 19 trips? Was it Ms. Thurman?  
 20 A. A lot of them I had knowledge of  
 21 through conversations with Franklin Haney and  
 22 Frank Haney -- excuse me, Frank Haney. And I  
 23 went through these with Gloria Thurman to help

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1 A. That was, again, some further  
 2 discussions with Southern Company.  
 3 Q. All right. And the return flight  
 4 was the next day, correct?  
 5 A. Yes.  
 6 Q. All right. On April 18th there  
 7 was a flight from West Palm Beach to Dulles.  
 8 What was the purpose of that?  
 9 A. Okay. April 18th was for meetings  
 10 with people from the Fluor Corporation to  
 11 explore the possibility of Flora being a  
 12 potential contractor for the Bellefonte  
 13 project.  
 14 Q. Going back to the entry on --  
 15 well, let's finish that. And then the return  
 16 flight was the next day on March -- excuse me,  
 17 April 19th, correct?  
 18 A. Yes.  
 19 Q. All right. Going back, when you  
 20 referenced in connection with the March 6th  
 21 flight, that it was meeting with congressional  
 22 staff --  
 23 A. Yes.

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1 refresh my memory and make sure my  
 2 recollections were accurate.  
 3 Q. And did Ms. Thurman refer to  
 4 calendars of Mr. Haney or how did she have this  
 5 information available to her?  
 6 A. Well, this was a telephone  
 7 conversation, so I can't be sure what she  
 8 looked at, but it seemed that she was able to  
 9 recall from going through the spreadsheet what  
 10 the purpose of most of all of these trips was,  
 11 because she is the one involved in arranging  
 12 and scheduling the flights and the details, you  
 13 know, the passenger lists and so forth, and  
 14 setting up the -- in the case of the D.C. trip,  
 15 setting up the car service when needed and  
 16 making hotel arrangements. So she seemed to  
 17 have a pretty good recollection of most of  
 18 these trips.  
 19 Q. All right. Referring now to the  
 20 trip on April 23rd, 2017, from West Palm Beach  
 21 to Dulles. What was the purpose of that trip?  
 22 A. Just -- April 23rd.  
 23 Q. Yes, sir.

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1 A. Okay. So we had meetings with the  
2 NRC staff -- excuse me, to begin initial  
3 discussions about the Bellefonte completion and  
4 the licensing work that would have to be done  
5 for that, including the transfer of the  
6 construction permits.

7 Q. All right. And then the return  
8 flight was two days later, correct?

9 A. The 25th, yes.

10 Q. Yes, sir. And did the meetings  
11 with the NRC extend over more than one day?

12 A. The meetings -- the meetings  
13 were -- I'm not certain, but I -- but my best  
14 recollection is that we had visits with the NRC  
15 commissioners, and you can only meet with one  
16 commissioner at a time. And so I think it  
17 stretched over to a couple of days to be able  
18 to catch everyone's calendar.

19 Q. And so those meetings with the  
20 commissioners occurred during that April 23rd  
21 to 25th time period in 2017?

22 A. That's my best recollection, yeah.

23 Q. Okay. Next is an entry on June

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1 7th, 2017, from Dulles to Teterboro. What was  
2 the purpose of that trip?

3 A. Okay. June 7th, Dulles to  
4 Teterboro was a flight back to New York after  
5 some meetings on the Hill with congressional  
6 staff.

7 Q. About the same topics you  
8 referenced earlier?

9 A. Yes.

10 Q. And then June 8th, 2017, there is  
11 a flight from Scottsboro to Gaithersburg,  
12 Maryland. What was the purpose of that flight?

13 A. That was again a return trip  
14 coming back from some meetings that we had at  
15 the Bellefonte site.

16 Q. And what were those meetings  
17 concerning?

18 A. How to get -- how to best get  
19 started with the review of the existing  
20 construction schedules and estimates that we  
21 had and develop the plan for completion of  
22 Bellefonte.

23 Q. On June 12th, 2017, there is a

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1 flight from Teterboro to Dulles. What was the  
2 purpose of that trip?

3 A. That again was meeting with  
4 congressional leaders and staff about the  
5 Bellefonte project.

6 Q. And were the same topics covered  
7 in those meetings with congressional staff as  
8 you referenced earlier?

9 A. The budget, the nuclear production  
10 tax credit program, and the potential licensing  
11 of the plant under Part 50, yes. And financing  
12 from the DOE loan program.

13 Q. All of those topics were discussed  
14 with the congressional staffers?

15 A. Yes.

16 Q. And the return flight on that trip  
17 was June 14th?

18 A. June 14th.

19 Q. The next entry is June 26, 2017,  
20 Nantucket, Massachusetts to Dulles. Do Mr. and  
21 Mrs. Haney have a home at Nantucket?

22 A. That's correct.

23 Q. What was the purpose of that trip

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1 from Nantucket to Dulles?

2 A. So -- well, hang on just a second.  
3 I have to make sure I have my line items  
4 correct.

5 Okay. So Mr. Haney -- Franklin  
6 Haney flew from Nantucket to Dulles, picked up  
7 Frank Haney and flew on from Dulles to  
8 Scottsboro. And the purpose -- excuse me, the  
9 purpose of that trip was to conduct a site tour  
10 at Bellefonte with a potential customer for  
11 Bellefonte power.

12 Q. And who were John and Mae Grennan?

13 A. Mae is one of Franklin Haney's  
14 children and John is her husband.

15 Q. And they were not involved in any  
16 way in the business aspect of this trip,  
17 correct?

18 A. Correct. Yeah, it's my  
19 understanding that the cost of the flight is  
20 billed based on the rate and the number of  
21 hours and that adding or subtracting passengers  
22 doesn't change the amount that you get billed.  
23 So it would have been the same amount if it had



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1 just been Franklin Haney flying from Nantucket  
2 to Dulles.

3 Q. Well, that is not true if you have  
4 to go up to a larger plane, correct?

5 A. True. But the small plane that --  
6 the smallest plane I have ever been on with  
7 FlexJet with the Haney's is one that seated six  
8 passengers.

9 Q. Okay. And then it looks like  
10 there was a return trip on June 28th in three  
11 segments from Huntsville -- two segments,  
12 Huntsville to Dulles and then Dulles to  
13 Nantucket, correct?

14 A. Yes.

15 Q. And Ms. Grennan -- and his  
16 daughter got back on the flight going back to  
17 Nantucket, correct?

18 A. Yes. They dropped Frank Haney off  
19 at D.C. and Mae Grennan hitched a ride on the  
20 flight back to Nantucket.

21 Q. All right. Then on July 10th of  
22 2017, there is a flight from Nantucket to  
23 Dulles, do you see that?

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1 A. July 10th, yes.

2 Q. And who is Anderson Grennan?

3 A. I believe that is one of Franklin  
4 Haney's grandchildren.

5 Q. All right. And what was the  
6 purpose of the flight on July 10th from  
7 Nantucket to Dulles?

8 A. Back to D.C. for more  
9 congressional and NRC discussions.

10 Q. All right. And were the topics  
11 the same with the congressional staffers on  
12 that trip as you referenced a minute ago?

13 A. Yes.

14 Q. And with what NRC staffers were --  
15 was Mr. Haney meeting with on that trip?

16 A. I don't have that information in  
17 front of me.

18 Q. All right. But you are sure it  
19 was -- he was personally meeting with NRC  
20 staffers on that trip, is that what I  
21 understand you to be saying?

22 A. I'm not certain that he met with  
23 anybody from the NRC face to face. I think we

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1 may -- my best recollection is we may have had  
2 a phone call during that -- did I lose you  
3 guys?

4 Q. No, we can hear you.

5 A. Okay. Somehow I lost my own  
6 picture. But anyway, my best recollection is  
7 that we may have had a phone conversation.

8 Q. All right. And then there was a  
9 return trip on July 12th, correct?

10 A. Yes.

11 Q. With the grandson on board again,  
12 correct?

13 A. Yes.

14 Q. All right. Then on July 26th  
15 there were two segments, first from Nantucket  
16 to Dulles and then Dulles to Scottsboro. What  
17 was the purpose of that trip?

18 A. Okay. So July 26th, the flight  
19 went to Dulles, picked up Frank Haney, and then  
20 proceeded on to Scottsboro for a Bellefonte  
21 site tour.

22 Q. And who was on that tour, do you  
23 recall?

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1 A. No, I do not.

2 Q. Was it a tour of potential vendors  
3 to Nuclear Development?

4 A. I honestly don't recall who was on  
5 that tour. The TVA personnel at the Bellefonte  
6 site should have a record of that.

7 Q. All right. Then the next entry on  
8 July 28th, I understand that that is not a  
9 flight for which Nuclear Development is  
10 claiming reimbursement, from New Bern, North  
11 Carolina to Chattanooga, is that correct?

12 A. That's correct.

13 Q. All right. And it is my  
14 understanding that is the only flight on this  
15 entire log for which Nuclear Development is not  
16 claiming reimbursement, correct?

17 A. No, that's not correct.

18 Q. Okay. We will get to the rest.  
19 The next flight on July 30th, 2019 from  
20 Chattanooga to Nantucket, what was the purpose  
21 of that?

22 A. That is also a flight that we are  
23 not claiming for damages.

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1 Q. Well, are you sure that is not  
2 included in the totals on Exhibit 120?

3 A. I don't know, I haven't verified  
4 the totals.

5 MR. O'REAR: Let me say this, if  
6 it is, we will deduct that. In light of the  
7 way the invoices are bundled, we just need to  
8 check that, do a little bit of an accounting to  
9 check that. But I will represent to you that  
10 we will -- if there is any -- if there are any  
11 dollars on that Exhibit 120 that need to be  
12 reduced because of Mr. McCollum's testimony, we  
13 will do that, get that to you.

14 MR. LEMBKE: And I will just state  
15 for the record that we have gone through and  
16 compared these log entries with those invoices,  
17 and the only flight that we believe is not  
18 included on Exhibit 120 was the July 28th, 2017  
19 flight, but I accept your statement, Mr.  
20 O'Rear.

21 Q. (BY MR. LEMBKE:) The next date is  
22 August 23rd, 2017. Is that a flight for which  
23 Nuclear Development is seeking reimbursement?

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1 A. It is. So the flight from  
2 Nantucket went to Dulles where he picked up  
3 Frank Haney, and Frank and Franklin flew to  
4 Huntsville, Alabama for site meetings at the  
5 Bellefonte plant.

6 Q. And what was the purpose of those  
7 site meetings?

8 A. We were meeting with contractors,  
9 potential contract personnel, to talk about  
10 completion of the project.

11 Q. All right. Now, the flight from  
12 Dulles to Huntsville was not until the next  
13 day, twenty-four hours later, correct?

14 A. Okay. So there is the meeting --  
15 the flight on August 23rd, Nantucket to Dulles  
16 and then the flight August 24th from Dulles to  
17 Huntsville. So, yeah, there is -- that was the  
18 following day, that flight from Dulles to  
19 Huntsville was the following day.

20 Q. And on the flight -- on August  
21 23rd, there were five members of a Maddux  
22 family. Who were the Madduxes?

23 A. That's, again, the family of one

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1 of Mr. and Mrs. Haney's -- Franklin Haney's  
2 children.

3 Q. Okay. Does that Maddux family  
4 live in the Washington, D.C. area?

5 A. I do not know that.

6 Q. All right. And then on August  
7 25th there was a return flight from Huntsville  
8 to Cambridge, Maryland, correct?

9 A. August 25th, yes.

10 Q. And then from Cambridge, Maryland  
11 back up to Massachusetts, correct?

12 A. Just one second. Yes.

13 Q. All right. On September 2nd there  
14 are flights from Teterboro to Dulles, Dulles to  
15 Columbia, South Carolina, and then return  
16 flights from Columbia to Dulles and Dulles to  
17 Teterboro. What was going on in Columbia,  
18 South Carolina?

19 A. We were discussing -- we were  
20 discussing with people from South Carolina the  
21 possibility of making a deal to sell power from  
22 Bellefonte.

23 Q. All right. And then on September

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1 5th there are flights from Teterboro to Dulles,  
2 Dulles to Columbia, Columbia to White Plains,  
3 New York, and White Plains, New York to Dulles.  
4 What was the purpose of that series of trips?

5 A. Yeah, again, that was a trip down  
6 to Columbia, South Carolina to meet with people  
7 in South Carolina about the potential sale of  
8 power from Bellefonte.

9 Q. And who is William Gaynor?

10 A. He is a -- I don't know the  
11 gentleman but my understanding is he is a  
12 lobbyist.

13 Q. And so he was helping lobby the  
14 entity in South Carolina?

15 A. That is my understanding.

16 Q. And where is Mr. Gaynor based?

17 A. I do not know.

18 Q. Okay. You just don't know?

19 A. I don't know where Mr. Gaynor's  
20 primary residence is.

21 Q. Okay. I think we will see  
22 something about him later today.

23 September 13th, Teterboro to

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1 Huntsville. What was the purpose of that trip?

2 A. That was again another site  
3 meeting at the Bellefonte site.

4 Q. For what purpose?

5 A. Yeah, so during this time frame,  
6 we were -- we had a number of site meetings to  
7 get familiar with the site, review information  
8 that we had gotten from TVA -- excuse me, and  
9 discuss with the TVA site staff the condition  
10 of the facilities and, again, formulate plans  
11 for how we would approach completion.

12 Q. Okay. Then September 14th there  
13 was a return trip, correct?

14 A. Huntsville to Teterboro, yes.

15 Q. Then a week later on September  
16 21st, 2017, there was a trip from Teterboro to  
17 Chattanooga. What was the purpose of that?

18 A. To meet with people in Chattanooga  
19 about the potential sale of power.

20 Q. All right. Then on September 22nd  
21 there was a trip from Chattanooga to Nashville.  
22 What was the purpose of that trip?

23 A. To meet with people in Nashville

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1 about the potential sale of power.

2 Q. All right. And then on September  
3 23rd there was a flight from Nashville to  
4 Dulles. What was the purpose of that?

5 A. Yeah, that's the return flight  
6 from the -- this series of Tennessee visits.

7 Q. Do Mr. and Mrs. Haney have a  
8 residence in the Washington, D.C. area?

9 A. Yes. They have a condo in D.C.

10 Q. All right. And then on October  
11 10th there was a flight from Dulles to  
12 Chattanooga. What was the purpose of that  
13 trip?

14 A. To meet with the members of the  
15 organization Seven States Power about the  
16 potential sale of power from Bellefonte.

17 Q. All right. And then there was a  
18 flight on the 11th of October from  
19 Chattanooga -- excuse me, from Ashville, North  
20 Carolina to Chattanooga, and was that for  
21 joining that meeting?

22 A. That is correct.

23 Q. All right. And then the return

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1 trips were later that day, the 11th, correct,  
2 from Chattanooga to Ashville and from Ashville  
3 to Dulles, right?

4 A. That's correct. Yeah, the  
5 afternoon of the 11th.

6 Q. All right. And then on October  
7 16th there was a flight from Dulles to Greer,  
8 South Carolina. What was the purpose of that  
9 trip?

10 A. To meet with stakeholders in South  
11 Carolina. So I mentioned earlier we had  
12 explored the potential sale of power from  
13 Bellefonte. And there were a number of things  
14 going on in South Carolina and discussion  
15 around several different possible deal  
16 structures, one of which involved possibly  
17 taking a financial interest in one or more  
18 entities in South Carolina. So we ended up  
19 having several discussions around what was  
20 going on relative to SCANA and issues with the  
21 V.C. Summer nuclear plant and what was going on  
22 in South Carolina relative to the state-owned  
23 Santee Cooper electric utility.

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1 Q. And who is Britton Clarke?

2 A. I do not know.

3 Q. Who is James Mullen?

4 A. I don't know Mr. Mullen either.

5 Q. Okay. And there was a return trip  
6 on the 16th of October from Spartanburg to  
7 Dulles?

8 A. Spartanburg to Dulles, yes.

9 Q. And then on October 26, 2017,  
10 there was a flight from Dulles to Scottsboro.  
11 What was the purpose of that trip?

12 A. October 26, 9:03 a.m., from Dulles  
13 to Scottsboro was -- excuse me, for a meeting  
14 we were having at the site to discuss potential  
15 contractors for the completion of the facility.

16 Q. All right. Why was Mr. Gaynor on  
17 that trip?

18 A. I do not know.

19 Q. And who is Michael Bastasch?

20 A. I don't believe I have -- I know  
21 him either.

22 Q. All right. And then there was a  
23 return trip on the 26th from Huntsville to

<p style="text-align: right;">Page 45</p> <p>1 Dulles, correct?</p> <p>2 A. 26th, yes, Huntsville to Dulles.</p> <p>3 Q. And then on October 31st, there</p> <p>4 was a trip from Dulles to Chattanooga. What</p> <p>5 was the purpose of that trip?</p> <p>6 A. That was for a meeting with people</p> <p>7 from the Tennessee Valley Power Providers</p> <p>8 Association (sic) to discuss completion of</p> <p>9 Bellefonte and potential sale of power.</p> <p>10 Q. Okay. And then there is a flight</p> <p>11 on November 2nd from Knoxville to Dulles. What</p> <p>12 was the purpose of that trip?</p> <p>13 A. So there were discussions -- there</p> <p>14 were discussions in Knoxville about the</p> <p>15 potential sale of power from Bellefonte. And</p> <p>16 then the -- and then the return from -- so that</p> <p>17 was the return from Knoxville to Dulles.</p> <p>18 Q. All right. Then on November 3rd</p> <p>19 there was a flight from Dulles to West Palm</p> <p>20 Beach. What was the purpose of that?</p> <p>21 A. That was the -- that was the</p> <p>22 return flight for Franklin Haney to return home</p> <p>23 from this series of meetings in Tennessee.</p>	<p style="text-align: right;">Page 46</p> <p>1 Q. Well, but the trip on October 31st</p> <p>2 originated in Northern Virginia, not South</p> <p>3 Florida, right?</p> <p>4 A. That's right.</p> <p>5 Q. And on the flight from Dulles to</p> <p>6 West Palm Beach, you had Mr. Haney accompanied</p> <p>7 by Mrs. Haney and the dog, right?</p> <p>8 A. That's correct.</p> <p>9 Q. But Nuclear Development</p> <p>10 nonetheless says that is a reimbursable trip,</p> <p>11 correct?</p> <p>12 A. That's correct.</p> <p>13 Q. Let's turn the page and look at</p> <p>14 the entry on November 27th, 2017, from West</p> <p>15 Palm Beach to Dulles, do you see that?</p> <p>16 A. November 2nd, 2017?</p> <p>17 Q. No, sir. November 27th.</p> <p>18 A. Oh, 27th, from West Palm Beach to</p> <p>19 Dulles, yes.</p> <p>20 Q. What was the purpose of that trip?</p> <p>21 A. Those were for meetings on the</p> <p>22 Hill with congressional staff.</p> <p>23 Q. Were the topics of those meetings</p>
<p style="text-align: right;">Page 47</p> <p>1 the same as earlier congressional meetings you</p> <p>2 referenced?</p> <p>3 A. Yes.</p> <p>4 Q. All right. And then the return</p> <p>5 trip was on the 29th of November, correct?</p> <p>6 A. Yes.</p> <p>7 Q. All right. Next, on December</p> <p>8 15th, 2017, there was a flight from West Palm</p> <p>9 Beach to Memphis. What was the purpose of that</p> <p>10 trip?</p> <p>11 A. Just one second. Okay. So those</p> <p>12 were meetings with stakeholders in Memphis</p> <p>13 about the possible sale of power from</p> <p>14 Bellefonte.</p> <p>15 Q. All right.</p> <p>16 A. So before we go -- before we go</p> <p>17 further, can I take you back to the October</p> <p>18 16th, 2017, trip from Dulles to Greer, South</p> <p>19 Carolina and then the return from Spartanburg,</p> <p>20 South Carolina to Dulles?</p> <p>21 Q. Yes, sir.</p> <p>22 A. I should have said when you asked</p> <p>23 me about those entries that Nuclear Development</p>	<p style="text-align: right;">Page 48</p> <p>1 is not claiming those amounts as part of the</p> <p>2 damages.</p> <p>3 Q. Okay. Thank you.</p> <p>4 MR. O'REAR: We have been going an</p> <p>5 hour, can we take a short break?</p> <p>6 MR. LEMBKE: Certainly. Let's</p> <p>7 take a five-minute break.</p> <p>8 THE COURT REPORTER: We are off</p> <p>9 the record at 11:01.</p> <p>10 (Whereupon, a break was had from</p> <p>11 11:01 a.m. until 11:09 a.m.)</p> <p>12 Q. (BY MR. LEMBKE:) We are back on</p> <p>13 the record after a short break, and we were</p> <p>14 looking at Exhibit 133, page three, Mr.</p> <p>15 McCollum. And toward the top of the page we</p> <p>16 had talked about the trip on December 15th,</p> <p>17 16th to Memphis. Would you tell me again what</p> <p>18 was the purpose of that trip? You are on mute,</p> <p>19 Mr. McCollum.</p> <p>20 A. Okay. Can you hear me now?</p> <p>21 Q. Yes. Thank you.</p> <p>22 A. So that was for discussions with</p> <p>23 people in Memphis about the possible sale of</p>

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1 Bellefonte power.  
 2 Q. December 18th there is a flight  
 3 from West Palm Beach to Huntsville. What was  
 4 the purpose of that trip?  
 5 A. That was for a site meeting at the  
 6 Bellefonte plant.  
 7 Q. And what was going on at the site  
 8 meeting on that trip?  
 9 A. December 18th, that was the time  
 10 we were in discussions -- excuse me, we were in  
 11 discussions about the -- setting up the  
 12 contractor -- hang on. Sorry. We were in  
 13 discussions about setting up the contracting  
 14 plan and completion schedule for Bellefonte.  
 15 Q. Okay. And then on December  
 16 20th -- excuse me, December 19th there is a  
 17 flight from Huntsville to Dulles. What was the  
 18 purpose of that trip?  
 19 A. Yeah, so the 18th was to take  
 20 Franklin Haney to the Bellefonte meeting and  
 21 the 19th flight returned Mr. Haney and Frank  
 22 Haney to D.C.  
 23 Q. And was there any meeting in D.C.

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1 flight for Franklin Haney from the Memphis  
 2 meeting.  
 3 Q. And the Memphis meeting was about  
 4 potential purchase of Bellefonte power,  
 5 correct?  
 6 A. Correct.  
 7 Q. And then on the 9th there is a  
 8 flight from West Palm Beach to Dulles. What  
 9 was the purpose of that trip?  
 10 A. That was for more congressional  
 11 meetings related to Bellefonte.  
 12 Q. And were the topic of those  
 13 congressional meetings the same as you  
 14 described earlier?  
 15 A. Yes.  
 16 Q. All right. And then the return  
 17 trip was on the 10th of January, correct?  
 18 A. That's correct.  
 19 Q. All right. Then on the 25th of  
 20 January, 2018, there was a flight from West  
 21 Palm Beach to Scottsboro. What was the purpose  
 22 of that trip?  
 23 A. January 25th, 2018, we had --

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1 that caused Mr. Haney to stay over for a night?  
 2 I see that he did not return to South Florida  
 3 until the next day.  
 4 A. I don't have a record of a meeting  
 5 on that date.  
 6 Q. All right. Then on January 1st  
 7 there is a flight from Boca Raton to Memphis.  
 8 A. Yes.  
 9 Q. And what was the purpose of that  
 10 flight?  
 11 A. More discussions with Memphis  
 12 about the potential sale of power.  
 13 Q. All right. Then on the 2nd, there  
 14 is a flight from West Palm Beach to Dulles. Is  
 15 Nuclear Development claiming reimbursement for  
 16 that flight from West Palm Beach to Dulles?  
 17 A. No.  
 18 Q. All right. On the 2nd there is a  
 19 flight from Memphis to West Palm Beach, I take  
 20 it that is the return leg for Mr. Haney  
 21 following the meeting in Memphis?  
 22 A. Okay. The flight on January 2nd,  
 23 2018, 3:35 p.m., you are correct, is the return

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1 excuse me, we had discussions at the Bellefonte  
 2 site about potential subcontractors and a  
 3 potential vendor for the turbine rotor  
 4 replacement.  
 5 Q. Okay. Then on December (sic)  
 6 26th, 2018, there is a flight from Van Nuys,  
 7 California to Huntsville. Is Nuclear  
 8 Development claiming reimbursement for that  
 9 flight?  
 10 A. Sorry, give me that date again,  
 11 please.  
 12 Q. January 26th, 2018 at 8:45 in the  
 13 morning, Van Nuys, California to Huntsville,  
 14 Alabama.  
 15 A. No.  
 16 Q. All right. And then on that same  
 17 day, January 26th, 2018, there was a flight  
 18 from Huntsville to West Palm Beach. Is Nuclear  
 19 Development claiming that flight?  
 20 A. Yes, that is the return flight  
 21 for -- let me get my line items lined up here.  
 22 That is the return flight for Franklin Haney  
 23 back from the Bellefonte site meeting to West

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1 Palm Beach.

2 Q. On February 4th, there is a flight

3 from West Palm Beach to Memphis. What was the

4 purpose of that trip?

5 A. We had meetings with the Memphis

6 utility, MLGW, regarding the potential sale of

7 power from Bellefonte.

8 Q. And it must not have been a very

9 long meeting because the return flight was less

10 than three hours after the first flight

11 arrived, correct?

12 A. Yeah, my best recollection is it

13 was a one-hour meeting.

14 Q. All right. And that was again

15 relating to the potential purchase of

16 Bellefonte power by Memphis?

17 A. Correct.

18 Q. All right. February 18th, 2018,

19 there is a trip from Boca Raton to Memphis with

20 a return the next -- well, let's just do Boca

21 Raton to Memphis.

22 A. Uh-huh.

23 Q. What was the purpose of that trip?

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1 same day to West Palm Beach from that trip,

2 correct?

3 A. Correct, 4 p.m.

4 Q. All right. And then on the March

5 7th at 10:52 in the morning, there is a flight

6 from Dulles to Memphis, and was that for Frank

7 Haney to attend the same meeting in Memphis?

8 A. That's correct.

9 Q. All right. And on March 8th,

10 2018, there is a flight from Teterboro to West

11 Palm Beach with Michael Cohen as the only

12 passenger, correct?

13 A. That's correct. So let me take

14 you to that entry and the next five entries.

15 So there are three flights on March 8th, 2018,

16 and then there are three flights listed for

17 March 26th, 2018. So Nuclear Development is

18 not claiming the amounts for those six flights

19 as part of the damages.

20 Q. All right. On April 15th, 2018,

21 there is a flight from West Palm Beach to

22 Dulles?

23 A. Yes.

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1 A. That was to discuss potential sale

2 of power to Memphis.

3 Q. All right. The next day, February

4 19th, there is a flight from Memphis to

5 Chattanooga. What was the purpose of the trip

6 to Chattanooga?

7 A. To discuss the potential sale of

8 power to the Chattanooga Electric Power Board.

9 Q. All right. And then on February

10 22nd, three days later, there is a flight from

11 Chattanooga to West Palm Beach, correct?

12 A. That's correct.

13 Q. And who is Faye Pickett and Wayne

14 Pickett?

15 A. I don't recall.

16 Q. All right. On March 7th, 2018,

17 there is a flight from West Palm Beach to

18 Memphis, and the purpose of that trip and the

19 return the same day -- well, let's start with

20 March 7th. Was the purpose of that trip the

21 potential purchase of power by Memphis?

22 A. March 7th, 2018, 9:23 a.m., yes.

23 Q. And then the return flight that

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1 Q. What was the purpose of that trip?

2 A. Meetings with congressional

3 members and congressional staff.

4 Q. And were the topics of those

5 meetings the same as the prior meetings with

6 congressional staff as you testified?

7 A. Yes.

8 Q. All right. And then the return

9 flight is on the 18th, correct, of April?

10 A. The 18th of April, yes.

11 Q. And did the meetings extend over

12 three days or did the Haney's just decide to

13 spend a few days in Washington while they were

14 there?

15 A. I don't have the records in front

16 of me of which days they met with people on the

17 Hill. It could have been any or all of those

18 days, but I can't say for sure there were

19 meetings every day.

20 Q. Then turning to page four of

21 Exhibit 133, April 26, 2018, there is a flight

22 from West Palm Beach to Dulles, do you see

23 that?



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1 A. Yes.  
 2 Q. What was the purpose of that trip?  
 3 A. That was back for more meetings on  
 4 the Hill with congressional staff.  
 5 Q. And were the topics the same as  
 6 you testified to earlier --  
 7 A. Yes.  
 8 Q. -- meetings with congressional  
 9 staff?  
 10 A. Yes.  
 11 Q. And then the return trip was the  
 12 next day on the 27th of April, correct?  
 13 A. Yes.  
 14 Q. All right. And then on May 8th,  
 15 there was another trip from West Palm Beach to  
 16 Dulles. What was the purpose of that trip?  
 17 A. That was more meetings on the Hill  
 18 with congressional staff.  
 19 Q. And were the topics of those  
 20 meetings the same as the ones you testified to  
 21 earlier with respect to other congressional  
 22 meetings?  
 23 A. Yes.

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1 A. I don't have a record of the  
 2 meetings.  
 3 Q. Okay. On June 17th, 2018, there  
 4 is a trip from Dulles to Teterboro. What was  
 5 the purpose of that trip?  
 6 A. I don't know. I don't have a  
 7 meeting associated with that trip.  
 8 Q. Okay. On June 24th, 2018, there  
 9 is a trip from Teterboro to Dulles. What was  
 10 the purpose of that trip?  
 11 A. That was to meet with  
 12 congressional staff.  
 13 Q. And would the topics of those  
 14 meetings be the same as the topics of the other  
 15 meetings which you have already testified  
 16 concerning congressional staff meetings?  
 17 A. Yes.  
 18 Q. And then there is a return trip on  
 19 June 25th, correct?  
 20 A. Yes.  
 21 Q. And then on July 21st there is a  
 22 trip from Nantucket to Chattanooga. What was  
 23 the purpose of that trip?

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1 Q. All right. And the return flight  
 2 for that trip was on May 9th, correct?  
 3 A. Yes.  
 4 Q. All right. Then on May 18th,  
 5 2018, there is a flight from West Palm Beach to  
 6 Chattanooga. What was the purpose of that  
 7 trip?  
 8 A. On that trip -- so there is -- so  
 9 there is a trip from West Palm Beach to  
 10 Chattanooga for meetings with board members  
 11 from Chattanooga Electric Power Board and then  
 12 a flight on to Nashville, Tennessee to meet  
 13 with Tennessee senators regarding the  
 14 Bellefonte project. And then from Dulles --  
 15 excuse me, Nashville back to Dulles on the  
 16 21st.  
 17 Q. Well, it wasn't back to Dulles  
 18 because it started in West Palm Beach, right?  
 19 A. Okay. To Dulles.  
 20 Q. So were there meetings in the  
 21 Washington D.C. area around May 21st or did Mr.  
 22 and Mrs. Haney decide they wanted to change  
 23 their location?

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1 A. So for meetings with the  
 2 Memphis -- excuse me, Chattanooga Electric  
 3 Power Board, a member of the Electric Power  
 4 Board board of directors. That was regarding  
 5 sale of Bellefonte power.  
 6 Q. And on July 22nd from Dulles to  
 7 Chattanooga, was that for Frank Haney to  
 8 participate in those same meetings?  
 9 A. Yes.  
 10 Q. All right. Then on July 22nd  
 11 there is a trip from Chattanooga to Memphis, do  
 12 you see that?  
 13 A. Yes.  
 14 Q. And what was the purpose of that  
 15 trip?  
 16 A. We met with the mayor of Memphis  
 17 to discuss possible sale of Bellefonte power.  
 18 Q. All right. And why was Marie  
 19 Gillman on that trip?  
 20 A. Marie Gillman was the lead site  
 21 manager for SNC-Lavalin who by this time had  
 22 been selected as our contract -- part lead  
 23 contract partner for Bellefonte completion.

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1 Marie was their top person at the Bellefonte  
2 site and she went along so she could explain to  
3 the mayor and the other people who attended the  
4 meeting how we proposed to go about the  
5 completion of the facility.

6 Q. All right. And then on July 23rd  
7 there is a flight from Memphis to Chattanooga.  
8 What was the purpose of that trip?

9 A. Yeah, that was just to -- yeah,  
10 that was -- let me make sure I'm following the  
11 line. So that flight returned myself and Marie  
12 Gillman to Chattanooga. And then the remaining  
13 passengers went on on the following flight from  
14 Chattanooga to Dulles.

15 Q. And who are David Gerhardt and  
16 Judah Rose?

17 A. David Gerhardt and Judah Rose are  
18 two people from a consulting company, ICF, who  
19 we used to perform a power supply study in  
20 support of our loan application with the  
21 Department of Energy. And they attended the  
22 meeting with the mayor of Memphis in order to  
23 explain their analysis of how you would get

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1 power from the Bellefonte site to Memphis.

2 Q. All right. And then on July 29th  
3 there is a trip from Dulles to Scottsboro.  
4 What was the purpose of that trip?

5 A. We had a meeting on site with a  
6 significant number of potential contract  
7 partners and local stakeholders from the  
8 Bellefonte area, including one of the  
9 congressional members from that district and  
10 some -- and a member of the Alabama State  
11 Senate and toured people around the facility to  
12 familiarize them with Bellefonte and what we  
13 were proposing to do with the completion of the  
14 plan.

15 Q. July 30th, 2018, there is a flight  
16 from Scottsboro to Dulles, that is the return  
17 trip, correct?

18 A. Yes.

19 Q. And then on July 30th there was a  
20 flight from Dulles to Nantucket, do you see  
21 that?

22 A. Yes.

23 Q. Is Nuclear Development claiming

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1 reimbursement for that flight?

2 A. No.

3 Q. All right. Then on September 9th,  
4 2018, there is a flight from Teterboro to  
5 Asheville?

6 A. Yes.

7 Q. What was the purpose -- and then  
8 Asheville to Chattanooga. So it looks like Mr.  
9 Haney picked you up and then you went with him  
10 to Chattanooga, correct?

11 A. That's correct.

12 Q. And what was the purpose of the  
13 meeting in Chattanooga?

14 A. Yeah, we went to meet with people  
15 from the Electric Power Board of Chattanooga  
16 and for a meeting with members of the board of  
17 Seven States Power. And then we went on to a  
18 meeting the following day with -- hang on, let  
19 me get the name right, Volunteer Electric  
20 Cooperative (sic) in Cleveland, Tennessee on  
21 September the 9th and then flew from Cleveland,  
22 Tennessee -- and then I flew from Cleveland,  
23 Tennessee back to Asheville.

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1 Q. And then there is a flight on  
2 September 11th, 2018, from Chattanooga to  
3 Teterboro. Did that --

4 A. Right --

5 Q. -- take Mr. Haney home?

6 A. -- Mr. Haney -- so Mr. Haney  
7 stayed over for an additional meeting with  
8 people from the Electric Power Board and then  
9 flew back.

10 Q. All right. October 8th there is a  
11 trip that starts at Dulles to Asheville and then  
12 Asheville to Memphis. What was the purpose of  
13 that trip to Memphis?

14 A. That was a trip where we attended  
15 a meeting of the Memphis city council to  
16 discuss a possible sale of power to Memphis.

17 Q. All right. And then the return  
18 trip for Mr. Haney was on the 9th, correct, of  
19 October?

20 A. Yes.

21 Q. All right. Then on the 22nd of  
22 October, there is a flight from Dulles to  
23 Knoxville.

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1 A. Yes.  
 2 Q. What was the purpose of that trip?  
 3 A. So we had a series of meetings --  
 4 excuse me, a series of meetings with members of  
 5 the press in Knoxville and then at the  
 6 Bellefonte site.  
 7 Q. About what?  
 8 A. About the potential completion of  
 9 the plant and sale of power.  
 10 Q. All right. Well, on October 23rd  
 11 there is a flight from Memphis to Knoxville  
 12 where the only passenger was Susan Thorp. Who  
 13 is Susan Thorp?  
 14 A. So Susan Thorp's consulting with  
 15 us, and so she joined Mr. Haney in Knoxville  
 16 and then they flew on to Scottsboro for  
 17 meetings there at the site.  
 18 Q. Was Ms. Thorp allowed to go into  
 19 the site on that trip?  
 20 A. Actually TVA refused to allow any  
 21 of us to go inside the fence on that trip.  
 22 Q. And the purpose of the trip had  
 23 been to meet with the press, correct?

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1 Memphis, Scottsboro, et cetera.  
 2 Q. Is Nuclear Development claiming  
 3 reimbursement for that trip?  
 4 A. For October 24th, 2018, 4:49 p.m.,  
 5 yes, sir.  
 6 Q. Yes, sir.  
 7 A. Yes.  
 8 Q. Then on November 6th, 2018, there  
 9 is a flight from Dulles to Memphis. What was  
 10 the purpose of that trip?  
 11 A. We were meeting with a number of  
 12 stakeholders in the Memphis community and  
 13 Memphis government about the potential sale of  
 14 power from Bellefonte.  
 15 Q. All right. And then on November  
 16 7th there is a trip from Dulles to Ashville?  
 17 A. Uh-huh.  
 18 Q. And what was the purpose of that  
 19 trip? It looks like then at the top of the  
 20 next page, page five of Exhibit 133, it then --  
 21 there is a flight from Ashville to Memphis?  
 22 A. Yes. So they stopped in Ashville  
 23 to pick me up and go on to -- go on to Memphis

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1 A. And to tour the site, which we  
 2 weren't allowed to do.  
 3 Q. All right. Then on October 23rd  
 4 there is a flight from Scottsboro to Memphis.  
 5 I take it that was to take Ms. Thorp back to  
 6 Memphis?  
 7 A. Yes.  
 8 Q. And then on October 23rd from  
 9 Memphis to Chattanooga?  
 10 A. Yes.  
 11 Q. Which was to take Mr. Haney back  
 12 to Chattanooga?  
 13 A. Yes.  
 14 Q. All right. Then on October 23rd  
 15 there is a flight from Dulles to Chattanooga.  
 16 Is Nuclear Development claiming reimbursement  
 17 for that flight?  
 18 A. No.  
 19 Q. All right. Then on October 24th,  
 20 there is a flight from Chattanooga to Dulles.  
 21 What was the purpose of that trip?  
 22 A. So that returns Mr. Haney back to  
 23 Dulles after this series of trips to Knoxville,

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1 for meetings with Memphis stakeholders.  
 2 Q. I notice that Mrs. Haney and the  
 3 dog were on the first leg of that trip but not  
 4 the second, what happened to them? Did they  
 5 stay behind in Ashville?  
 6 A. That -- I think that may be an  
 7 error, because I don't -- I think there is an  
 8 error there. I know Frank and Judah Rose and I  
 9 went for meetings with the people from the  
 10 mayor's office and city council, but I don't  
 11 recall Mrs. Haney and Reggie.  
 12 Q. So they would have -- they would  
 13 have gotten off --  
 14 A. We'll have to verify that.  
 15 Q. Okay.  
 16 A. I don't think they got off in  
 17 Ashville, so we will have to verify that.  
 18 Q. All right. And then on November  
 19 8th, 2018, there is a return trip from Memphis  
 20 to Dulles, correct?  
 21 A. Correct.  
 22 Q. All right.  
 23 A. And that is why I say -- that's

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1 why I say -- so we will go back and verify, but  
 2 I believe that Mrs. Haney and Reggie went on to  
 3 Memphis and then this is the return trip where  
 4 she and the dog and Franklin and Frank and  
 5 Judah Rose went back to D.C.

6 Q. All right. Then on November 17th,  
 7 2018, there is a flight from Dulles to West  
 8 Palm Beach. Is Nuclear Development claiming  
 9 reimbursement for that flight?

10 A. Okay. I'm looking at November  
 11 17th, 10:05 a.m.

12 Q. Yes, sir.

13 A. Yes.

14 Q. What was the purpose of that trip?

15 A. I'm sorry. I got on the wrong  
 16 line with my right hand. So November 17th,  
 17 2018, 10:05 a.m., we are not claiming.

18 Q. All right. November 27th, 2018,  
 19 West Palm Beach to Memphis, what was the  
 20 purpose of that trip?

21 A. That was for meetings in Memphis  
 22 about the sale of power from Bellefonte.

23 Q. All right. And the return on

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1 that day -- was on the same day, correct?

2 A. Later that afternoon, yes.

3 Q. All right. Then on March 24th,  
 4 2019, there is a flight from Boca Raton to  
 5 Memphis, do you see that?

6 A. Yes.

7 Q. Now, by that date, Nuclear  
 8 Development knew that the closing had not  
 9 occurred, correct, the closing of the Purchase  
 10 and Sales Agreement had not occurred, correct?

11 A. I believe that's correct.

12 Q. Okay. What was the purpose of the  
 13 trip on March 24th?

14 A. To meet with the Memphis city  
 15 council and other stakeholders in Memphis about  
 16 potential sale of power from Bellefonte.

17 Q. And the return trip on that was  
 18 March 26th?

19 A. Correct.

20 Q. All right. And then on April 3rd,  
 21 2019, there is a trip from West Palm Beach to  
 22 Memphis. What was the purpose of that trip?  
 23 Same purpose?

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1 A. Same purpose. And the return  
 2 flight --

3 Q. And the return --

4 A. -- at 5:48 p.m. on April 3rd.

5 Q. All right. And then on April  
 6 25th, 2019, there is a flight from West Palm  
 7 Beach to Chattanooga. What was the purpose of  
 8 that trip?

9 A. So it's a series of trips, West  
 10 Palm Beach to Chattanooga, Chattanooga to  
 11 Nashville, Nashville to Chattanooga,  
 12 Chattanooga to West Palm Beach. That series of  
 13 meetings was to discuss potential sale of power  
 14 to Nashville, Tennessee and potential of sale  
 15 of power to Chattanooga, Tennessee.

16 Q. All right. And then on May 13th  
 17 there is a trip from West Palm Beach to Dulles,  
 18 what was the purpose of that trip?

19 A. Okay. So that -- so that was  
 20 to -- for Franklin Haney to pick up Frank Haney  
 21 to go to meetings in Memphis where we were  
 22 discussing a potential sale of power to Memphis  
 23 and then return -- they both went -- no, I'm

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1 sorry. And then Franklin Haney flew back to  
 2 West Palm Beach and Frank Haney flew commercial  
 3 back from Memphis to D.C.

4 Q. All right. Other than what -- the  
 5 trips shown on Exhibit 133, are there any other  
 6 flights from FlexJet or its predecessor, Flight  
 7 Options, for which Nuclear Development is  
 8 claiming reimbursement in the case as damages?

9 A. Not to my knowledge.

10 Q. All right. I will note that if we  
 11 were doing an in-person deposition, I would  
 12 mark as an exhibit the notes to which Mr.  
 13 McCollum has been referring and we would ask  
 14 that a copy of those notes be produced to us.

15 MR. O'REAR: I will look at them  
 16 and consider that.

17 MR. LEMBKE: All right. Now, let  
 18 me -- let's go off the record for a second.

19 THE COURT REPORTER: Off the  
 20 record at 11:47.

21 (Whereupon, the lunch recess was  
 22 taken at 11:47 a.m. until  
 23 12:19 p.m.)

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1 THE COURT REPORTER: We are back  
2 on the record at 12:19.

3 Q. (BY MR. LEMBKE:) Mr. McCollum, we  
4 are back on the record after our lunch break.  
5 I would now like to turn your attention to  
6 Exhibit 120, which is the list of damages  
7 computation. And I am going to go through this  
8 in order now, and the first provider is AECOM.  
9 Is that pronounced AECOM?

10 A. Usually AECOM.

11 Q. Okay. What is AECOM?

12 A. Sorry?

13 Q. What is AECOM?

14 A. AECOM is a general contractor,  
15 construction engineering firm. So they do all  
16 sorts of large construction engineering  
17 projects around the world.

18 Q. And let me refer you to Exhibit  
19 134.

20 (Exhibit Number 134 was referred  
21 to in this deposition.)

22 Q. Is this the information on payment  
23 record and invoices for AECOM that was produced

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1 in the case by Nuclear Development?

2 A. Yes.

3 Q. All right. I notice there are two  
4 payment records but only one invoice. Do you  
5 know why there is no invoice for the twenty-six  
6 thousand six hundred ninety-three dollar  
7 payment?

8 A. I do not.

9 Q. All right. What did AECOM do for  
10 Nuclear Development?

11 A. They -- they helped to review the  
12 completion plans that we inherited from TVA  
13 when we won the bid and signed the sales  
14 contract and helped to develop from that  
15 background information and then there were --  
16 helped to develop information that we were  
17 required to submit in support of our Department  
18 of Energy loan application.

19 Q. And when you say completion, do  
20 you mean completion of the construction of  
21 Units 1 and 2?

22 A. Yes. So after we signed the sales  
23 contract we got the right to see all of TVA's

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1 previous information, construction plans and  
2 schedules for completion of Bellefonte, cost  
3 estimates, work hour estimates, all of those  
4 sorts of things.

5 Q. Now, if you look at the second  
6 page of Exhibit 134, it is an invoice dated  
7 December 9th, 2016 from AECOM.

8 A. Yes.

9 Q. And it lists -- most of the  
10 charges relate to subcontractor work by AREVA.  
11 What is AREVA?

12 A. So this is a company that has  
13 changed names a number of times. It was -- a  
14 long time ago it was Babcock & Wilcox, and then  
15 it became Framatome, then it became AREVA, and  
16 now it is Framatome again. So this is the  
17 company that owns the rights that originally  
18 designed the nuclear reactors at Bellefonte and  
19 owns the rights to the nuclear -- what is  
20 referred to as the nuclear steam supply system  
21 design.

22 Q. And do you know what work AREVA  
23 was doing for AECOM?

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1 A. Yes. AECOM and AREVA chose to  
2 invoice together, but they were both working  
3 with us to develop information in support of  
4 the DOE loan application.

5 Q. And do you know -- the twenty-six  
6 thousand six hundred ninety-three dollar charge  
7 for which we don't have an invoice, do you know  
8 what that work was for?

9 A. I don't know specifically, no.

10 Q. Okay. All right. Now, the next  
11 item on Exhibit 120 is Aladdin Printing  
12 Company?

13 A. Uh-huh.

14 Q. And let me get you to pull out  
15 Exhibit 135, and am I correct this is the  
16 payment invoice -- payment record and invoice  
17 pertaining to that vendor's amounts you are  
18 seeking as damages?

19 (Exhibit Number 135 was referred  
20 to in this deposition.)

21 A. Yes.

22 Q. And if you look at the second page  
23 of Exhibit 135, it says thirty Bellefonte

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1 books, seven thousand seven hundred eight  
 2 dollars and twenty-five cents, do you see that?  
 3 A. Yes.  
 4 Q. Plus tax. What are these  
 5 Bellefonte books?  
 6 A. So when we talked about the  
 7 flights, I referenced a number of meetings that  
 8 we had with potential buyers of the power from  
 9 Bellefonte in Memphis and Chattanooga,  
 10 Nashville, and South Carolina. So what we did  
 11 was put together a large number of documents  
 12 that we had pertaining to background  
 13 information on Bellefonte, the history of  
 14 Bellefonte while it was with TVA and plans for  
 15 completion of Bellefonte, plans and information  
 16 in terms of potential supply of power and that  
 17 sort of thing, and put all of that information  
 18 that we would want to use in making  
 19 presentations to potential purchasers of the  
 20 power, put those together into three-ring  
 21 binders.  
 22 And Gloria had the Aladdin Company  
 23 photocopy all of that information and then

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1 Q. All right. Well, are you -- is  
 2 Nuclear Development claiming that the full  
 3 amount of all of these invoices should be paid  
 4 as damages by TVA?  
 5 A. Yes.  
 6 Q. Is it possible that there are  
 7 charges of a personal nature that are in these  
 8 invoices?  
 9 A. I don't know.  
 10 Q. Okay. Now, Frank Haney lives in  
 11 the D.C. area, correct?  
 12 A. In Maryland, yes.  
 13 Q. Why was there a need for Frank  
 14 Haney to be driven around by a car service?  
 15 A. Well, a lot of times if you are  
 16 meeting with people on the Hill, it's hard to  
 17 -- it's hard to park anywhere close to where  
 18 you are going to have to go through security.  
 19 And so in order to be able to get to and from  
 20 meetings, it's usually a lot easier to take a  
 21 taxi or a car service and be dropped off and  
 22 picked up.  
 23 Q. All right. Let me refer you to

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1 punch it and bind it into thirty three-ring --  
 2 large three-ring binders. So we used those  
 3 binders in various meetings with the Tennessee  
 4 Valley Power Providers Association (sic), Seven  
 5 States Power, Chattanooga Electric Power Board,  
 6 lots of different groups in Memphis and people  
 7 that we met with in Nashville as well as  
 8 potential customers in South Carolina.  
 9 Q. All right. Now let me get you to  
 10 refer to -- if you would pull out Exhibit 136.  
 11 (Exhibit Number 136 was referred  
 12 to in this deposition.)  
 13 Q. And these are the payment records  
 14 and invoices pertaining to the claim damages  
 15 relating to services provided by Ali's Sedan  
 16 Service, correct?  
 17 A. Yes.  
 18 Q. All right. Now, is -- let me ask,  
 19 have you gone through these invoices to verify  
 20 that all of these are properly chargeable to  
 21 TVA by Nuclear Development?  
 22 A. I have -- I have not validated  
 23 every one of these invoices, no.

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1 page -- and down in the lower right is the  
 2 so-called Bates number on the document, the  
 3 page 5767 which is the second page of Exhibit  
 4 136.  
 5 A. Okay.  
 6 Q. Do you know why Frank Haney needed  
 7 seven hours of sedan service on November 30th,  
 8 2016?  
 9 A. I don't -- I don't know  
 10 specifically who he was meeting with, no.  
 11 Q. All right. On page 5769, and I  
 12 will tell you that it appears as though the  
 13 only charges on this invoice for which Nuclear  
 14 Development is seeking reimbursement are the  
 15 charges on January 23rd and January 24th which  
 16 total eight hundred seventy-five dollars.  
 17 Do you know why Frank -- excuse  
 18 me, Franklin Haney needed eight hours of SUV  
 19 service on January 23rd, 2017?  
 20 A. Yeah, according to the notation  
 21 here, that was the day that we had -- that  
 22 representatives from Nuclear Development and  
 23 AREVA went to meet with some officials from the



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1 NRC.

2 Q. And let me get you to turn to page  
3 5771. Why is it that when Franklin Haney would  
4 get back from a business trip, Nuclear  
5 Development thinks that TVA should pay for the  
6 car service from the airport to his residence?

7 A. Well, he has to have some way of  
8 getting back from the residence, so there would  
9 either be some transportation charge or parking  
10 charge or whatever.

11 Q. And would your answer be the same  
12 for why Nuclear Development is seeking as  
13 damages amounts to take Frank Haney to and from  
14 the airport?

15 A. Yes.

16 Q. All right. Now let me get you to  
17 turn to page 5783. On July 10, 2017, the first  
18 entry, do you see it?

19 A. I do.

20 Q. It says, Provided SUV service for  
21 Mr. and Mrs. Haney from IAD to resident, made  
22 two stops, to the office then to 2510 Foxhall  
23 Rd, Northwest, Washington D.C.

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1 Why were they going to 2510  
2 Foxhall Road?

3 A. I don't know. I don't recognize  
4 that address.

5 Q. Do you think that might be a  
6 personal trip?

7 A. I can't say, because I don't  
8 recognize the address.

9 Q. All right. Now, when Nuclear  
10 Development would have its meetings with  
11 congressional staff, would Mrs. Haney,  
12 Franklin's wife, typically go along?

13 A. It's not uncommon for her to go  
14 along on those meetings with Mr. Haney. She  
15 is -- you know, she is personally acquainted  
16 with a number of the senators and congressmen,  
17 so she might very well go along on those  
18 meetings. I have been in numerous meetings  
19 that she has attended with stakeholders like  
20 that.

21 Q. All right. On page 5785, there is  
22 an entry on August 24th, 2017, Provided four  
23 hours of SUV service for Mr. Haney and guests.

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1 Do you see that?

2 A. I do.

3 Q. Do you know who the guests were?

4 A. Just a second.

5 Q. Okay.

6 A. (Reviewing document.) I don't. I  
7 don't have that list.

8 Q. All right. Now, let me get you to  
9 turn to page 5788. And do you see the entry on  
10 September 8, 2017, Provided four hours of sedan  
11 service for Mr. Frank Haney, the car was  
12 reserved until four p.m.? Do you see that?

13 A. I do.

14 Q. And what was Mr. Frank Haney doing  
15 that day that he needed car service that should  
16 be paid for by TVA?

17 A. I'm not certain, I think he was  
18 meeting with people on the Hill that day.

19 Q. But you are not certain?

20 A. I'm not certain.

21 Q. All right. Let me get you to turn  
22 to page 5797.

23 A. Okay.

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1 Q. There is an entry on November  
2 28th, 2017, for four hours of SUV service for  
3 Mr. Frank Haney, and then on November 29th for  
4 seven hours of SUV service for Mr. Frank Haney,  
5 do you see that?

6 A. Yes.

7 Q. Do you know what he needed SUV  
8 service for on those two days?

9 A. Yeah, those were -- those dates  
10 were for meeting with congressional staff and  
11 Senate staff.

12 Q. And so essentially Nuclear  
13 Development is asking TVA to pay for the limo  
14 driver's time while he sat around and waited  
15 for the Haney's to finish their meetings,  
16 correct?

17 A. Well, the charge is related to the  
18 transportation, yes.

19 Q. Well, but seven hours, it didn't  
20 take seven hours to drive from Frank Haney's --  
21 to and from Frank Haney's wherever he was  
22 going -- let me start over.

23 The seven hours would have

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1 included the time that Frank Haney was in the  
 2 meetings, correct?  
 3 A. Correct.  
 4 Q. All right. And did he ever  
 5 consider taking an Uber each way?  
 6 A. I don't know.  
 7 Q. That certainly would have been  
 8 cheaper, correct?  
 9 A. Yeah, I don't know.  
 10 Q. You don't -- you think it would  
 11 have cost five hundred ninety-five dollars for  
 12 a round trip in an Uber?  
 13 A. I don't know what options were  
 14 considered or the availability of other  
 15 transportation options on that day.  
 16 Q. On page 5798, let me direct your  
 17 attention to the entry on that, on December  
 18 4th, 2017, do you see that?  
 19 A. Yes.  
 20 Q. What did Frank Haney need the SUV  
 21 service for on that day?  
 22 A. I don't know specifically.  
 23 Q. All right. Let me direct your

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1 day of the meetings and transportation in and  
 2 out to fly in and go back.  
 3 Q. Well, do you know if that is, in  
 4 fact, what the time of the entry was on Sunday,  
 5 April 15th, 2018?  
 6 A. I don't know specifically where  
 7 they went and who they met with on April the  
 8 18th (sic).  
 9 Q. Okay. Do you know who they met  
 10 with on April the 16th that required three  
 11 hours of sedan service for them?  
 12 A. Yeah, those were meetings on the  
 13 Hill with congressional and Senate staff,  
 14 committee staff.  
 15 Q. All right. And is the same true  
 16 on the 17th, the ten hours of SUV service?  
 17 A. Yes.  
 18 Q. Do you know -- page 5812. Do you  
 19 know what the four hours of SUV service was for  
 20 for Mr. Haney on April 27th, 2018?  
 21 A. There were other meetings on -- on  
 22 the Hill that day.  
 23 Q. All right. All right. Referring

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1 attention to page 5810.  
 2 A. Okay.  
 3 Q. The first entry is on Sunday,  
 4 April 15th, 2018, do you see that?  
 5 A. I do.  
 6 Q. And it says, Provided minimum  
 7 three hours of sedan service as directed for  
 8 Mr. and Mrs. Haney. Do you see that?  
 9 A. I do.  
 10 Q. What meetings relating to Nuclear  
 11 Development were Mr. and Mrs. Haney having on a  
 12 Sunday?  
 13 A. Typically, many times what Mr.  
 14 Haney will do is if we are having meetings with  
 15 stakeholders, we will get together the  
 16 afternoon before with any consultants,  
 17 lobbyists, anybody else that we are working  
 18 with for those particular meetings, and have  
 19 pre-meetings to prepare and discuss what we  
 20 will talk about in the meeting the following  
 21 day. You know, that's typically the sort of  
 22 thing you see on these is there will be work  
 23 the day before and then there will be work the

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1 to page 5814, do you know what Mr. Haney needed  
 2 four hours of SUV service for on -- at 3:15  
 3 a.m. on May 9th, 2018?  
 4 A. I do not.  
 5 Q. All right. Let me refer you to  
 6 page 5817. Do you know what Mr. Haney needed  
 7 three hours of SUV service for on June 6, 2018?  
 8 A. No, I don't have specifics on  
 9 that.  
 10 Q. All right. Let me refer you to  
 11 page 5819. Do you know what Mr. and Mrs. Haney  
 12 needed three hours of -- excuse me, three hours  
 13 of service for at 10 a.m. on Sunday, June 24th,  
 14 2018?  
 15 A. My understanding was that they  
 16 were meeting with congressional leaders and  
 17 staff on those two days. I don't know  
 18 specifically who they met with on Sunday.  
 19 Q. But it is your testimony they were  
 20 meeting with congressional members or staff on  
 21 Sunday, June 24th?  
 22 A. That's my understanding.  
 23 Q. All right. And what's the basis

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1 of that understanding?

2 A. My conversations with Gloria  
3 Thurman.

4 Q. All right. Let me direct you to  
5 page 5821. Do you know what Frank Haney needed  
6 four hours of sedan service for on July 10,  
7 2018?

8 A. I don't.

9 Q. All right. Let me direct your  
10 attention to page 5823. Do you know what Mr.  
11 and Mrs. Haney needed sedan service for, for  
12 three hours on July 24th, 2018?

13 A. I don't.

14 Q. All right. On page 5829 -- well,  
15 first thing -- hold on, let me -- yes, 5829,  
16 these are for -- this is for limo service in  
17 May 2019, correct?

18 A. Yes.

19 Q. And that was after Nuclear  
20 Development knew that TVA would not close as  
21 scheduled on November 30th, 2018, correct?

22 A. I suppose.

23 Q. All right. Now, I'll direct your

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1 attention to the entry on Thursday, May 2nd,  
2 2019. Do you know what Mr. and Mrs. Haney  
3 needed six hours of SUV service for on that  
4 day?

5 A. I don't.

6 Q. All right. On Sunday, May 5th,  
7 2019, they were picked up at 7 a.m. from 801  
8 Pennsylvania Avenue to go to the airport. Do  
9 you know what the purpose of that trip was?

10 A. No.

11 Q. Now let me direct your attention  
12 to page 5831. On May 14th, 2019, do you know  
13 why Mr. Haney needed seven hours of SUV  
14 service?

15 A. The 5/14 and 5/15 would have  
16 coincided with our trip to Memphis to meet with  
17 stakeholders to discuss power purchase  
18 agreements.

19 Q. Well, I guess that raises a good  
20 question. If you were in Memphis -- if we look  
21 back at Exhibit 133, May 14th, 2019, a plane  
22 left Dulles at 1:45 p.m. going to Memphis,  
23 right?

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1 A. Yes.

2 Q. Was Mr. Haney doing something for  
3 seven hours before that flight pertaining to  
4 Nuclear Development on that day in the D.C.  
5 area?

6 A. I don't know exactly what  
7 transpired before the flight left that day.

8 Q. Okay. Looking back to Exhibit  
9 120, the next entry pertains to the provider  
10 Chadbourne & Parke. And what was Chadbourne &  
11 Parke doing for Nuclear Development?

12 A. They provided legal advice  
13 relative to our DOE loan application and  
14 communication. We had to put together quite a  
15 bit of financial information for rating  
16 agencies in support of the DOE loan  
17 application. And looking at -- giving us  
18 advice about how to navigate some of the  
19 aspects of the DOE loan application process,  
20 like the engineer's report that is required,  
21 some of those things.

22 Q. What involvement did they have  
23 with the ratings reports?

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1 A. So there is -- there is a bit of  
2 an overlap. In the DOE loan application  
3 process, they require extensive financial  
4 information to be submitted. They -- for  
5 someone that's not a large or publicly traded  
6 company, doesn't have an established credit  
7 rating, they want to -- they want to see a  
8 shadow credit rating. So we put together a lot  
9 of financial information in support of the DOE  
10 loan application, much of which was also used  
11 in support of obtaining a shadow credit rating.

12 But then there is some other  
13 information you have to put together because  
14 DOE and the people that do the ratings don't  
15 ever want the financial information in exactly  
16 the same way, so you end up preparing similar  
17 information in a little different form. So  
18 they helped us with those financial submittals.

19 Q. Now, let me get you to look at  
20 page -- excuse me, Exhibit 137.

21 (Exhibit Number 137 was referred  
22 to in this deposition.)

23 A. Okay.

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1 Q. Am I correct that these are  
2 invoices and pay records pertaining to the  
3 amounts claimed as damages that were charged by  
4 Chadbourne & Parke?

5 A. Yes.

6 Q. Now, beginning at page 6309, you  
7 will see that the descriptions of the work  
8 being performed are redacted, do you see that?  
9 Really from there to the end of the exhibit,  
10 there are numerous pages with all of the  
11 billing time entries redacted, correct?

12 A. Yeah, I see the black bar in the  
13 middle of the document, so it has dates and  
14 names and hours.

15 Q. Right. Have you reviewed the  
16 documents without the redacted -- in unredacted  
17 form?

18 A. I have not.

19 Q. Do you know if these individuals  
20 who are recording time, are they all lawyers?

21 A. I don't know that.

22 Q. All right. Let me next get you to  
23 refer back to Exhibit 120. The next provider

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1 whose charges Nuclear Development is seeking as  
2 damages is Julien Debonnet, do you see that?

3 A. Yes.

4 Q. All right. And that total is  
5 sixty-seven thousand five hundred dollars,  
6 correct?

7 A. Yes.

8 Q. Who is Mr. Debonnet?

9 A. I'm sorry, say that again, please.

10 Q. Who is Mr. Debonnet?

11 A. He is an individual who helped us  
12 with running financial models. So in order to  
13 put together the financials required for the  
14 DOE loan application and the credit rating, you  
15 have to -- you have to run a lot of numbers  
16 about projecting cost over time and revenues  
17 versus cost and that sort of thing. So Mr.  
18 Debonnet helped with constructing some  
19 elaborate financial models in Excel to prepare  
20 the information in the sort of form that the  
21 Department of Energy wanted.

22 Q. And he was on a monthly retainer?

23 A. Yes.

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1 Q. Why did Nuclear Development agree  
2 to a retainer for modeling work?

3 A. Because -- you know, basically  
4 because at the rate he was charging it would  
5 have been -- it was -- it was cheaper to pay  
6 him a flat amount than if we had paid on a  
7 per-hour basis to do the amount of modeling  
8 work that we got into.

9 Q. And how much was his hourly rate?

10 A. Well, the hourly rates that we  
11 might have paid other individuals to do this  
12 sort of work would have been, you know, in the  
13 three hundred dollar range.

14 Q. Did you ever discuss with Mr.  
15 Debonnet doing -- him doing the work on an  
16 hourly rate basis?

17 A. I did not.

18 Q. Do you know if anyone at Nuclear  
19 Development did?

20 A. I'm not aware that they did, but  
21 they may have.

22 Q. How did Nuclear Development get  
23 connected with Mr. Debonnet in California?

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1 A. I believe he was recommended by --  
2 well, by someone to Mr. Frank Haney. And I'm  
3 not sure if that came from -- that  
4 recommendation came from someone at Credit  
5 Suisse or someone else. I seem to recall that  
6 -- Frank saying he had heard about this person  
7 through someone at Credit Suisse, but that  
8 might not be correct.

9 Q. Do you have any idea how many  
10 hours in total Mr. Debonnet worked?

11 A. I don't.

12 Q. Okay. And why did the model  
13 retainer stop from February to May in 2019?

14 A. So this thing with -- this loan  
15 application with DOE sort of goes in cycles.  
16 You have a flurry of activity. They want some  
17 big pile of information submitted to them, you  
18 put that together, you submit it, and then  
19 there is sort of a lull while they digest all  
20 of that information and decide what they are  
21 going to do or ask for next. And so we put a  
22 pause on Mr. Debonnet's work for a period of  
23 time.

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1 Q. Let me get you to refer to Exhibit  
2 138.  
3 (Exhibit Number 138 was referred  
4 to in this deposition.)  
5 A. Okay.  
6 Q. Am I correct that these are the  
7 payment records and invoices for the amounts  
8 claimed as damages by Nuclear Development for  
9 the work by Mr. Debonnet?  
10 A. Yes.  
11 Q. And am I correct that the invoices  
12 give zero description of the services he  
13 provided?  
14 A. There is no detailed breakout of  
15 the hours and specific work tests.  
16 Q. Nor even the subject matter,  
17 correct?  
18 A. Well, we were in frequent contact  
19 with Mr. Debonnet about building -- building  
20 the financial models and providing information.  
21 So I'm sure he assumed that we knew the type of  
22 work that he was doing for us.  
23 MR. LEMBKE: I will move to strike

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1 that as nonresponsive.  
2 Q. (BY MR. LEMBKE:) My question, Mr.  
3 McCollum, was, there is not even a statement of  
4 the subject matter of his work on the invoices  
5 he provided to you, correct?  
6 A. Other than services provided,  
7 that's correct.  
8 Q. Okay. Now, the next provider on  
9 Exhibit 120 is -- well, hold on, let's go back  
10 to Mr. Debonnet.  
11 Nuclear Development continued --  
12 or is seeking damages for amounts charged after  
13 the closing date -- or the closing did not  
14 occur on November 30th, 2018, correct?  
15 A. Correct.  
16 Q. Now, the next provider on Exhibit  
17 120 is Dentons USA -- excuse me, Dentons US,  
18 LLP. Do you see that?  
19 A. Yes.  
20 Q. All right. And they did some work  
21 the fall of 2018, correct?  
22 A. Yes.  
23 Q. All right. What were they doing?

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1 A. They provided us legal advice on a  
2 number of issues related to the -- primarily  
3 related to the transportation of electric power  
4 from Bellefonte.  
5 Q. Okay. And let me get you to look  
6 at page -- or Exhibit 139.  
7 (Exhibit Number 139 was referred  
8 to in this deposition.)  
9 A. Uh-huh.  
10 Q. These are the payment records and  
11 invoices pertaining to the amounts charged by  
12 Dentons US for which Nuclear Development is  
13 asking TVA to pay damages?  
14 A. Correct.  
15 Q. All right. And beginning at page  
16 thirty-six -- excuse me, 6328, there are  
17 several pages where the narratives for the  
18 charges have been redacted, correct?  
19 A. Yes.  
20 Q. Have you reviewed these bills in  
21 unredacted form?  
22 A. No.  
23 Q. All right. Next on the list is

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1 Fitch Ratings. And let me get you to look at  
2 Exhibit 140.  
3 A. Yes.  
4 (Exhibit Number 140 was referred  
5 to in this deposition.)  
6 Q. This is a -- the payment record  
7 and invoice corresponding to the seventy-five  
8 thousand dollar amount that Nuclear Development  
9 was seeking in damages pertaining to charges by  
10 Fitch Ratings, correct?  
11 A. Yes.  
12 Q. What did Fitch Ratings do?  
13 A. We worked with Fitch Ratings to  
14 obtain a shadow credit rating for the  
15 Bellefonte project in support of our DOE loan  
16 application. As I mentioned before, the DOE  
17 wanted to see some sort of credit rating  
18 associated with the project and we worked with  
19 Fitch to secure that.  
20 Q. And how was it determined that the  
21 fee for this work would be seventy-five  
22 thousand dollars?  
23 A. Well, basically that's what Fitch

<p style="text-align: right;">Page 101</p> <p>1 said they were going to charge us for doing the</p> <p>2 work in support of a credit rating for this</p> <p>3 type of project.</p> <p>4 Q. Do you know if that is a</p> <p>5 reasonable and customary charge in the industry</p> <p>6 for that type of credit opinion?</p> <p>7 A. I don't -- I don't deal with</p> <p>8 credit opinions on a regular basis.</p> <p>9 Q. All right. Now, I see later on on</p> <p>10 Exhibit 120 there is a charge from Moody's</p> <p>11 Investor Services?</p> <p>12 A. Correct.</p> <p>13 Q. And were they doing the same thing</p> <p>14 as Fitch or something different?</p> <p>15 A. They were also working on the</p> <p>16 shadow credit rating.</p> <p>17 Q. Was it a separate shadow credit</p> <p>18 rating by Moody's?</p> <p>19 A. It was separate work, yes.</p> <p>20 Q. All right. Did -- was it a</p> <p>21 completely separate opinion, one from Fitch and</p> <p>22 one from Moody's?</p> <p>23 A. Yes.</p>	<p style="text-align: right;">Page 102</p> <p>1 Q. All right.</p> <p>2 A. Credit rating.</p> <p>3 Q. Why did Nuclear Development need</p> <p>4 two?</p> <p>5 A. Because it would have been</p> <p>6 preferable for DOE for us to be able to show</p> <p>7 multiple credit ratings to show that --</p> <p>8 essentially you get validation,</p> <p>9 cross-validation of the credit rating you're</p> <p>10 getting.</p> <p>11 Q. What is your basis for your</p> <p>12 statement that it was preferable to DOE for it</p> <p>13 to have two?</p> <p>14 A. Just based on discussions we had</p> <p>15 with the DOE staff members.</p> <p>16 Q. Okay. Why did -- and if you look</p> <p>17 at Exhibit 120, Moody's charge was a hundred</p> <p>18 and ninety-five thousand dollars. Do you see</p> <p>19 that?</p> <p>20 A. Let me look.</p> <p>21 Q. Okay.</p> <p>22 A. Yes, I see that.</p> <p>23 Q. All right. And did Moody's do a</p>
<p style="text-align: right;">Page 103</p> <p>1 substantial amount of work -- let me strike</p> <p>2 that.</p> <p>3 Did Moody's do substantially more</p> <p>4 work than Fitch did?</p> <p>5 A. They did.</p> <p>6 Q. And why was that?</p> <p>7 A. Well, they had a -- we pursued --</p> <p>8 we pursued a couple of different options with</p> <p>9 them which increased the amount of work. And</p> <p>10 then they also had a process where we had to</p> <p>11 meet with them a number of times and take that</p> <p>12 up through their approval chain.</p> <p>13 Q. Do you know how many hours of work</p> <p>14 Fitch performed to get to its credit opinion?</p> <p>15 A. I do not.</p> <p>16 Q. Do you know how many hours of work</p> <p>17 Moody's performed to get to its?</p> <p>18 A. No.</p> <p>19 Q. Do you know if the hundred and</p> <p>20 ninety-five thousand dollar charge by Moody's</p> <p>21 is reasonable and customary in the industry for</p> <p>22 the work it did?</p> <p>23 A. I do not.</p>	<p style="text-align: right;">Page 104</p> <p>1 Q. All right. On Exhibit 120, you</p> <p>2 have already covered the next vendor which is</p> <p>3 FlexJet and Flight Options. So after that is</p> <p>4 Framatome. If you would, look at Exhibit 143.</p> <p>5 (Exhibit Number 143 was referred</p> <p>6 to in this deposition.)</p> <p>7 Q. Am I correct that 143 are the</p> <p>8 Framatome invoices and payment records</p> <p>9 attributable to the amounts for which Nuclear</p> <p>10 Development is seeking TVA to pay damages?</p> <p>11 A. I'm not finding 143, hang on.</p> <p>12 Q. Okay.</p> <p>13 A. I'm sorry, I can't find a 143. I</p> <p>14 have 141, 142 and 144, but I can't find a 143.</p> <p>15 Let me see if these are stuck -- okay. Here it</p> <p>16 is.</p> <p>17 Q. Okay.</p> <p>18 A. It was stuck to the staple.</p> <p>19 Q. Do you want me to repeat my</p> <p>20 question?</p> <p>21 A. Sorry.</p> <p>22 Q. Am I correct that Exhibit 143 are</p> <p>23 the invoices for Framatome and associated</p>



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1 payment records pertaining to amounts charged  
2 by Framatome for which Nuclear Development is  
3 seeking TVA to pay damages?

4 A. Yes.

5 Q. Okay. Now, what was Framatome  
6 doing -- these invoices are from the summer of  
7 2019, correct?

8 A. Yes.

9 Q. And that was long after this  
10 lawsuit started, correct?

11 A. It was after the lawsuit started,  
12 correct.

13 Q. All right. And what was Framatome  
14 doing in the summer of 2019?

15 A. They were performing work in  
16 support of the DOE loan application  
17 providing -- helping us provide the technical  
18 information that the DOE staff requested.

19 Q. All right. If you will look at  
20 the second page of Exhibit 143 and the fourth  
21 page, those are the two invoices from  
22 Framatome, correct?

23 A. Yes.

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1 from -- there is nothing from Exhibit 143 that  
2 told me that. You would have to -- you would  
3 have to reference the PO that's -- that the  
4 invoices came off of.

5 Q. And so you believe that these are  
6 totals on the two invoices for hourly rate  
7 charges?

8 A. Yes.

9 Q. All right. And do you know how  
10 many hours Framatome worked to reach these  
11 amounts?

12 A. I don't have that in front of me,  
13 no.

14 Q. All right.

15 MR. LEMBKE: Why don't we take  
16 five minutes for a quick break?

17 MR. O'REAR: That's fine.

18 THE COURT REPORTER: Going off the  
19 record at 1:13.

20 (Whereupon, a break was had from  
21 1:13 p.m. until 1:20 p.m.)

22 THE COURT REPORTER: Back on the  
23 record at 1:20.

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1 Q. And there is no description of any  
2 kind of the services being performed, correct?

3 A. Correct.

4 Q. How did the amounts being charged,  
5 how were they arrived at?

6 A. I -- I don't understand the  
7 question. Can you rephrase it?

8 Q. Certainly. Was this an agreed  
9 amount? This does not look like hourly billing  
10 because it comes out at, you know, round  
11 numbers. So was there some negotiated price  
12 for this?

13 A. Give me just a second.

14 Q. Yes, sir.

15 A. The -- I just needed to check them  
16 against Exhibit 134. So the amounts on these  
17 invoices from Framatome were arrived at based  
18 on the hours put in and hourly rates of  
19 different people who worked on these two  
20 deliverables.

21 Q. And what from Exhibit 134 told you  
22 that?

23 A. I think -- yes, there is nothing

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1 Q. (BY MR. LEMBKE:) Mr. McCollum,  
2 the next vendor on the list on Exhibit 120 is  
3 FTI. And what is FTI?

4 A. It is a -- it's a consulting  
5 lobbying firm. One of the -- one of the  
6 individuals at FTI, Bud Cramer, who is a former  
7 congressman from Alabama, does a lot of work  
8 for us.

9 (Exhibit Number 144 was referred  
10 to in this deposition.)

11 Q. Let me direct you to Exhibit 144.  
12 This is a declaration that Mr. Cramer has given  
13 in connection with this case. Have you read  
14 this?

15 A. No.

16 Q. You would agree that not all of  
17 the meetings in which Mr. Cramer through FTI  
18 personnel have participated are confidential,  
19 correct?

20 MR. O'REAR: Let me object to  
21 that. I mean, that's outside the scope of this  
22 deposition. So we -- that is a matter for  
23 another argument which we have already had and

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1 this witness is not being tendered to testify  
2 on that.

3 MR. LEMBKE: Well, then we may  
4 have to take that up with the Judge if you are  
5 not going to let him answer that question.

6 MR. O'REAR: Well, he is here to  
7 testify about the nature of the services  
8 provided by FTI and the damages that are being  
9 claimed and not as to whether or not the  
10 content of their records are confidential.

11 Q. (BY MR. LEMBKE:) All right. Mr.  
12 Cramer -- excuse me. Mr. McCollum, Mr. Cramer  
13 has said that he has provided the following  
14 services to Nuclear Development: Government  
15 relations consulting. Is that an accurate  
16 statement?

17 A. That's what it says here, yes.

18 Q. Well, my question is, has FTI  
19 provided government relations consulting?

20 A. Oh, yes.

21 Q. And what has that consulting  
22 involved?

23 A. Advising us on the best way to get

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1 things done in terms of discussions with people  
2 in government in pursuit of the Bellefonte  
3 project.

4 Q. All right. Then Mr. Cramer has  
5 said that he -- that FTI also provided  
6 assistance in preparing for confidential  
7 meetings and communications with, and  
8 participating in confidential meetings and  
9 communications, with federal, state, and local  
10 governmental officials on behalf of ND,  
11 particularly relating to pursuing and securing  
12 incentive packages for the Bellefonte project  
13 and pursuing and securing support for a United  
14 States Department of Energy loan for the  
15 Bellefonte project.

16 Is that an accurate statement as  
17 to the services provided by FTI?

18 A. It is.

19 Q. Are there any other services that  
20 FTI has provided that aren't -- that weren't  
21 identified by Mr. Cramer?

22 A. No, I think the statements here in  
23 item four cover work that he has done for us.

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1 Q. All right. Other than members of  
2 Congress and DOE officials, what other federal  
3 officials has Mr. Cramer participated in  
4 meetings with on behalf of Nuclear Development?

5 MR. O'REAR: You said federal?

6 MR. LEMBKE: Yes.

7 A. Other than -- other than members  
8 of Congress and their staff and congressional  
9 committee staff members and DOE personnel, I  
10 can't recall anyone else right now --

11 Q. (BY MR. LEMBKE:) All right.

12 A. -- where Mr. Cramer was in  
13 attendance.

14 Q. What state officials has Mr.  
15 Cramer participated in meeting with on behalf  
16 of Nuclear Development?

17 A. Primarily Alabama State officials,  
18 legislators, Governor, Governor's staff.

19 Q. And what local governmental  
20 officials has Mr. Cramer participated in  
21 meetings and communications with on behalf of  
22 Nuclear Development?

23 A. Local -- local officials in

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1 Scottsboro, Alabama, and Huntsville, Alabama  
2 primarily.

3 Q. Okay. Any others that you can  
4 think of?

5 A. No, he has participated with us in  
6 meetings with state departments, Department of  
7 Commerce, Department of Environmental  
8 Management, various people in state government  
9 who are not elected officials.

10 Q. Okay. Now, Nuclear Development is  
11 seeking one million eighty-six thousand four  
12 hundred forty-five dollars and forty-nine cents  
13 pertaining to charges by FTI, correct?

14 A. One million eighty-six thousand  
15 four hundred forty-five dollars and forty-nine  
16 cents is correct.

17 Q. Right. And let me refer you to  
18 Exhibit 145.

19 (Exhibit Number 145 was referred  
20 to in this deposition.)

21 A. Okay.

22 Q. These are payment records and  
23 invoices that pertain to those claimed damages

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1 related to the charges by FTI, correct?  
 2 A. Correct.  
 3 Q. Now, the charge -- charges began  
 4 in December 2016 at a rate of thirty-five  
 5 thousand dollars a month, correct?  
 6 A. Correct.  
 7 Q. And how was that rate negotiated?  
 8 A. I didn't personally negotiate the  
 9 rate, but it is my understanding that that was  
 10 the -- that's the typical payment arrangement  
 11 that Mr. Cramer works for is on retainer basis.  
 12 Q. Well, I'm not talking about the  
 13 retainer basis, I am talking more about the  
 14 thirty-five thousand dollar monthly amount.  
 15 A. Yeah, that was -- that was just  
 16 the amount that was arrived at through  
 17 discussion with Mr. Cramer.  
 18 Q. And on the invoices in Exhibit  
 19 145, Mr. Cramer did not in any way identify the  
 20 number of hours he spent each month, correct?  
 21 A. That's correct.  
 22 Q. Or anyone else at FTI spent,  
 23 correct?

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1 stakeholders on project incentives and helping  
 2 us with being successful on the DOE loan  
 3 application.  
 4 Q. Next provider is the Hand Arendall  
 5 firm. And let me ask you, I know that the Hand  
 6 Arendall firm represents Nuclear Development in  
 7 this litigation. But what did Hand Arendall do  
 8 as services for which Nuclear Development is  
 9 seeking TVA to pay damages in this case?  
 10 A. Yeah, these are -- these are  
 11 services providing legal advice and support to  
 12 us in pursuit of state incentives and trying to  
 13 negotiate the state requirements for the  
 14 project --  
 15 Q. Let me --  
 16 A. -- in the state of Alabama.  
 17 Q. Let me direct your attention to  
 18 Exhibit 146.  
 19 (Exhibit Number 146 was referred  
 20 to in this deposition.)  
 21 A. Uh-huh.  
 22 Q. Am I correct this is a compilation  
 23 of the invoices and payment records for the

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1 A. That's correct.  
 2 Q. And there is no description of the  
 3 specific services given each month, correct?  
 4 A. That's correct.  
 5 Q. Do you have any idea how many  
 6 hours Mr. Cramer and others at FTI spent on --  
 7 for Nuclear Development for the months for  
 8 which Nuclear Development is claiming damages  
 9 from TVA?  
 10 A. I do not. He was on a retainer  
 11 basis, so he didn't report hours to us.  
 12 Q. Okay. And the amounts that are  
 13 being sought from TVA include several months  
 14 after the closing did not occur on November  
 15 30th, 2018, correct?  
 16 A. Correct.  
 17 Q. And several months after the onset  
 18 of this lawsuit, correct?  
 19 A. Correct.  
 20 Q. Is he still on a monthly retainer?  
 21 A. Yes.  
 22 Q. What is he doing now?  
 23 A. He is still working with the

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1 amounts charged by Hand Arendall that Nuclear  
 2 Development is seeking as damages in this case?  
 3 A. It is.  
 4 Q. All right. And as with others we  
 5 have looked at before, if you look to page  
 6 6338, beginning at that page, the descriptions  
 7 of the services provided are redacted, do you  
 8 see that?  
 9 A. Yes.  
 10 Q. Have you looked at the nonredacted  
 11 version of the invoices?  
 12 A. I have not personally, no.  
 13 Q. All right. Now, on page 6338, am  
 14 I correct that the charges start on the day  
 15 that the contract was executed, is that right?  
 16 A. I'm not -- I'm not sure I  
 17 understand. Which contract?  
 18 Q. The Purchase and Sale Agreement  
 19 between Nuclear Development and TVA.  
 20 A. Oh. Okay, yes.  
 21 Q. All right. Are any of the amounts  
 22 charged by Hand Arendall for which Nuclear  
 23 Development is seeking TVA to pay as damages

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1 related to advice concerning the dispute that  
2 forms the basis of the current lawsuit?

3 MR. O'REAR: Let me object to the  
4 form of that. I will say this, that there are  
5 no litigation fees included in the claim. I  
6 think your question is ambiguous.

7 Q. (BY MR. LEMBKE:) Mr. McCollum,  
8 you are aware that a dispute exists between the  
9 parties over whether it would have been lawful  
10 for the closing to occur on November 30th,  
11 2018, correct?

12 A. Yes.

13 Q. Are any of the charges in Exhibit  
14 146 for which Nuclear Development is seeking  
15 TVA to pay as damages related to advice given  
16 concerning that dispute?

17 A. It's my understanding that all of  
18 the charges from Hand Arendall for which we are  
19 seeking to include in damages are not related  
20 to the litigation over the sale, the closing  
21 contract.

22 Q. What about pre-litigation advice  
23 concerning the dispute that culminated in

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1 litigation?

2 A. No. The -- you will recall that  
3 our knowledge of the assertion that there was a  
4 legal matter -- a legal issue with closing only  
5 came to our attention a day or so before the  
6 closing date, so there is not any legal advice  
7 or opinions or anything, you know, concerning  
8 that assertion.

9 Q. So your testimony under oath today  
10 is that Nuclear Development had no knowledge at  
11 all of any potential issue concerning the  
12 legality with closing until a day or two before  
13 the scheduled closing?

14 MR. O'REAR: Objection. That is  
15 outside the scope of this deposition.

16 MR. LEMBKE: I am following up on  
17 the statement that he made.

18 MR. O'REAR: I know. But he is  
19 not being tendered on behalf of Nuclear  
20 Development with respect to that question.

21 Q. (BY MR. LEMBKE:) All right. You  
22 may answer the question.

23 MR. O'REAR: Same objection.

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1 A. (No response.)

2 Q. Do you need me to repeat the  
3 question, Mr. McCollum?

4 MR. O'REAR: I think he was trying  
5 to answer your question, Matt, about the timing  
6 of the charges and the nature of the charges.

7 MR. LEMBKE: I am following up on  
8 his answer.

9 MR. O'REAR: I understand what you  
10 are doing. He is not tendered as a witness on  
11 behalf of Nuclear Development for that  
12 question. It is outside the scope of the  
13 deposition. Your question -- your questions  
14 are related to -- or should be related to the  
15 extent and nature of the damages.

16 Q. (BY MR. LEMBKE:) Do you need me  
17 to repeat the question, Mr. McCollum?

18 A. No.

19 Q. All right. Well, what's the  
20 answer to my question?

21 A. So the answer is that I don't know  
22 and can't testify to exactly when the first  
23 communication occurred to make someone

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1 associated with Nuclear Development aware of a  
2 TVA hypothetical legal issue. But I do know  
3 that we don't -- we are not asking for damages  
4 related to any legal opinions that we got  
5 associated with that assertion or this  
6 litigation.

7 Q. All right. The next vendor on the  
8 list is the Hughes Socol law firm. Let me  
9 direct your attention to Exhibit 147.

10 (Exhibit Number 147 was referred  
11 to in this deposition.)

12 A. Yes.

13 Q. And 147 are the payment records  
14 and invoices pertaining to the charges of  
15 Hughes Socol that Nuclear Development is  
16 seeking as damages in this lawsuit, correct?

17 A. Correct.

18 Q. What -- what are the nature of the  
19 services provided by Hughes Socol for which  
20 Nuclear Development is seeking TVA to pay as  
21 damages?

22 A. Hughes Socol personnel provide the  
23 bulk of the legal advice that we get on just

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1 about everything we do with the project. So  
2 they were involved intimately in the TVA sale,  
3 the contract, the licensing, license transfer  
4 issues, the financial and potential tax issues  
5 associated with the project, DOE loan  
6 application, submittal information. So it's --  
7 they are the primary source of legal advice for  
8 every aspect of the project.

9 Q. And are there services included on  
10 all of those topics in the amounts for which  
11 Nuclear Development is seeking reimbursement?

12 A. Yes.

13 Q. All right. And as with previous  
14 statements, the description of services detail  
15 has been redacted, correct?

16 A. Correct.

17 Q. And you have not looked at the  
18 unredacted invoices, correct?

19 A. I have not personally reviewed the  
20 unredacted invoices, that's correct.

21 Q. How do you know, then, what the  
22 subject of the services is if you have not  
23 reviewed the unredacted invoices?

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1 the nuclear plant at Bellefonte?

2 A. Well, broadly speaking, that's  
3 correct, because in order to resume  
4 construction we have to pursue the transfer of  
5 the construction permits, we have to pursue  
6 other work with NRC and other regulatory  
7 agencies, we have to secure financing and get  
8 that in place. So all of those things are in  
9 support of resuming construction, completing  
10 the plant, so I would say yes to your question.

11 Q. And are also charges in Exhibit  
12 147 that pertain to Nuclear Development's  
13 efforts to find customers to purchase the  
14 power --

15 A. That's correct.

16 Q. -- from Bellefonte?

17 A. That is correct.

18 Q. Okay. And you can't break down by  
19 category how much of the services pertain to  
20 any particular topic, can you?

21 A. I think it would be virtually  
22 impossible to do that, for one reason a lot of  
23 this work overlaps. So as I mentioned before,

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1 A. From discussions with Gloria  
2 Thurman.

3 Q. What is the first date of a time  
4 charge for which Nuclear Development is seeking  
5 reimbursement for services provided by the  
6 Hughes Socol firm?

7 A. If I'm reading this correctly, it  
8 looks like October 1st of 2016.

9 Q. Am I correct that much of the time  
10 for which Hughes Socol has charged in Exhibit  
11 147 for which Nuclear Development is asking TVA  
12 to pay damages pertains to the work done on  
13 resuming construction of the Bellefonte plant?

14 MR. O'REAR: You were breaking up  
15 on me, I am not sure I got the complete  
16 question.

17 MR. LEMBKE: Okay.

18 Q. (BY MR. LEMBKE:) Am I correct  
19 looking -- again, referring to Exhibit 147, am  
20 I correct, Mr. McCollum, that a substantial --  
21 a number of the charges relate to services  
22 undertaken in connection with Nuclear  
23 Development's plans to resume construction on

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1 in pursuit of the DOE loan application, we had  
2 to -- the DOE staff requested that we do a --  
3 have a power supply study performed, and we had  
4 that performed by ICF. And then the same power  
5 supply study that was done for the DOE loan  
6 application was also used in a bunch of  
7 discussions with stakeholders to who we were  
8 wanting to sell power. And so Hughes Socol  
9 provided support in all of those areas. So  
10 there is in many cases overlap across those  
11 categories.

12 Q. Mr. McCollum, do you know if there  
13 is any time included in any of the invoices of  
14 Exhibit 147 pertaining to the litigation  
15 between TVA and Nuclear Development?

16 A. It's my understanding that we are  
17 not requesting damages for any Hughes Socol  
18 expenses related to this litigation.

19 Q. What is the basis of that  
20 understanding?

21 A. Discussions with Gloria Thurman.

22 Q. All right. The next vendor on the  
23 list is ICF Consulting. And let me direct your

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1 attention to Exhibit 148.  
 2 (Exhibit Number 148 was referred  
 3 to in this deposition.)  
 4 Q. Am I correct that this is a  
 5 compilation of invoices and payment records  
 6 pertaining to ICF's work for which Nuclear  
 7 Development is asking TVA to pay in damages?  
 8 A. Yes.  
 9 Q. What did ICF Consulting do for  
 10 Nuclear Development?  
 11 A. As I mentioned, they performed the  
 12 power supply study that was required for our  
 13 DOE loan application. They also did several  
 14 studies -- smaller studies regarding the  
 15 transmission of power from Bellefonte to  
 16 potential customers.  
 17 Q. Do you know that -- if the work  
 18 for which they invoiced TVA in Exhibit 148  
 19 began before the Purchase and Sale Agreement  
 20 was signed on November 14th, 2016?  
 21 A. Did you say invoiced TVA?  
 22 Q. Excuse me, I meant to say invoiced  
 23 Nuclear Development. Do you want me to repeat

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1 the basis for the statement you just made?  
 2 A. Just communications with ICF about  
 3 a number of the tasks that we had them working  
 4 on.  
 5 Q. All right. Let me get you to turn  
 6 to page 6031 in Exhibit 148.  
 7 A. Okay.  
 8 Q. Do you see a reference to task  
 9 one, two, and four?  
 10 A. Yes.  
 11 Q. What is task one, two, and four?  
 12 A. So this was the portions of the  
 13 power study that I referred to before. Base  
 14 case assumptions is them developing and being  
 15 able to provide support for a set of  
 16 assumptions for market price study, doing the  
 17 forward price projections and developing a  
 18 report that would show the projections of  
 19 future power prices and revenue that might be  
 20 available from sale of power in future time  
 21 frames.  
 22 Q. And it says just below task one,  
 23 two, and four, Nuclear DEV colon Due DIL

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1 the question?  
 2 A. Yes, I think that would be  
 3 helpful.  
 4 Q. All right. Do you know if any of  
 5 the charges for the services provided by ICF to  
 6 Nuclear Development contained in Exhibit 148  
 7 were incurred prior to the time that the  
 8 Purchase and Sale Agreement between TVA and  
 9 Nuclear Development was signed on November  
 10 14th, 2016?  
 11 A. Okay. Just a second. (Reviewing  
 12 document.) I don't believe so.  
 13 Q. What is the basis for your saying  
 14 that?  
 15 A. The review of my records and  
 16 discussions with Gloria Thurman.  
 17 Q. What did Ms. Thurman have to say  
 18 about that?  
 19 A. I believe that she had reviewed --  
 20 she had reviewed these and the support that  
 21 they were providing began at the time of the  
 22 sales agreement.  
 23 Q. And what in your records provides

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1 Support, which I assume means due diligence  
 2 support?  
 3 A. Yes.  
 4 Q. What is due diligence support?  
 5 A. I believe that refers to the due  
 6 diligence that the Department of Energy staff  
 7 has to perform in support of reviewing our loan  
 8 application. And part of that includes getting  
 9 an independent engineer's report, getting a  
 10 credit rating, getting a power supply study  
 11 done, those sorts of things.  
 12 Q. All right. Now let me direct your  
 13 attention to page 6033. And here there is an  
 14 entry below due diligence support that simply  
 15 says phase one. Do you know what that means?  
 16 A. Excuse me just one second. I  
 17 don't know specifically. I think that it  
 18 refers to supporting us in the first phase of  
 19 DOE's review of our loan application, but I'm  
 20 not a hundred percent certain.  
 21 Q. And do you know how the amounts  
 22 were arrived at charged for the due diligence  
 23 support?



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1 A. Yeah, when you request a task such  
2 as developing this power supply study, ICF will  
3 scope out the task and what they think it's  
4 going to take and then they provide a price  
5 quote. And they will then bill amounts in  
6 support of that task up to the quote for the  
7 task. So if they tell you -- if they tell you  
8 they can do a particular market review, for  
9 example, for X number of dollars, they will  
10 invoice charges up to the amount that they  
11 quoted for the task.

12 Q. Do you know if the charges ICF  
13 invoiced to Nuclear Development are reasonable  
14 and customary for that kind of work in the  
15 industry?

16 A. Not these charges specifically. I  
17 know that -- I know that ICF's overall cost for  
18 this sort of consulting work in the industry  
19 are comparable to other large consulting firms.

20 Q. All right. Let me direct your  
21 attention to page 6035 in Exhibit 148. And  
22 there is another line added on this invoice  
23 below phase one PPA and LCOE. What does that

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1 mean?

2 A. PPA stands for power purchase  
3 agreement, so that was work they were doing in  
4 support of our pursuit of customers to buy  
5 power from Bellefonte. LCOE is levelized cost  
6 of energy, and so they did some work for us  
7 projecting the future levelized cost of energy  
8 from various competitive power sources for  
9 Bellefonte so that we would understand where  
10 Bellefonte's power costs -- production costs  
11 would stack up against other market sources for  
12 electricity.

13 Q. All right. Now let me direct your  
14 attention to page 6040 in that same exhibit.  
15 And over on the left margin it says FLH colon  
16 Memphis Light, Gas -- and I believe that is an  
17 abbreviation for water --

18 A. Yes.

19 Q. What work does that involve?

20 A. Well, as we saw on the flight  
21 records, ICF personnel accompanied us to  
22 several meetings with stakeholders in Memphis,  
23 the mayor, people on his staff, city council --

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1 city council members and a group that the mayor  
2 formed that is called Power Supply Advisory  
3 Team, and so they helped us develop information  
4 and make presentations to various stakeholders  
5 in Memphis in pursuit of the sale of power to  
6 Memphis.

7 Q. And what did they do, I mean, for  
8 two hundred and sixty-two thousand dollars on  
9 that?

10 A. Well, they developed -- they  
11 revised some previous studies that they had  
12 performed to incorporate slightly different  
13 assumptions that were suggested by people that  
14 we met with in Memphis. They then took that  
15 information and created fairly large documents  
16 or presentations that we could share with  
17 people in Memphis and then personally came and  
18 participated in some of the meetings.

19 Q. Now let me direct your attention  
20 to page 6045. This is an invoice from February  
21 of 2019, do you see that?

22 A. Yes.

23 Q. So this is after the lawsuit has

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1 started, correct?

2 A. Yes.

3 Q. And this says, Analysis on  
4 alternative markets for Bellefonte power  
5 including PJM, Southern and MISO north. What  
6 does that mean?

7 A. So that was an analysis they  
8 performed to look at the potential to sell  
9 Bellefonte power into -- into PJM which would  
10 be up diagonally across Tennessee into Virginia  
11 to reach PJM territory. Potential for selling  
12 into MISO north which is the section of the  
13 Midcontinent Independent System Operator  
14 territory that is north of the  
15 Arkansas/Missouri border and then Southern  
16 being able to sell power down through -- wheel  
17 the power through the Southern system either to  
18 the customers within the Southern footprint,  
19 Southern Company footprint or potentially to  
20 Florida.

21 Q. All right. The next entity on the  
22 list is Ickes & Enright Group.

23 A. Yes.

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1 Q. For a total of two hundred  
 2 seventy-three thousand nine hundred  
 3 seventy-three dollars and fifty-five cents.  
 4 Let me direct your attention to Exhibit 149.  
 5 (Exhibit Number 149 was referred  
 6 to in this deposition.)  
 7 A. Yes.  
 8 Q. Am I right these are a compilation  
 9 of payment records and invoices for Ickes &  
 10 Enright Group for which Nuclear Development is  
 11 seeking damages from TVA?  
 12 A. Yes.  
 13 Q. And what is the Ickes & Enright  
 14 Group?  
 15 A. They are basically a lobbying firm  
 16 in D.C.  
 17 Q. All right. And what were they  
 18 retained to do for Nuclear Development?  
 19 A. To lobby on our behalf for  
 20 continuance of the tax credit program,  
 21 production tax credits for advanced nuclear  
 22 facilities program.  
 23 Q. And were they lobbying members of

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1 Congress and their staffs?  
 2 A. Yes. As I mentioned before, the  
 3 program for loan guarantees and the program for  
 4 awarding production tax credits, those -- the  
 5 funding for those programs comes up for  
 6 scrutiny every budget cycle. And so I wanted  
 7 to be sure that those programs were continued.  
 8 Q. Looking at page 6047 of Exhibit  
 9 149, this indicates that Nuclear Development is  
 10 seeking damages from TVA for services performed  
 11 prior to the date the Purchase and Sale  
 12 Agreement was executed, correct?  
 13 MR. O'REAR: Object to the form.  
 14 Mischaracterization of the invoice.  
 15 Q. (BY MR. LEMBKE:) All right. Let  
 16 me just ask this: Is Nuclear Development  
 17 seeking damages from TVA for services performed  
 18 by the Ickes & Enright Group prior to November  
 19 14th, 2016?  
 20 A. I don't think so, but I can't tell  
 21 that from this invoice.  
 22 Q. Well, why do you say you don't  
 23 think so?

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1 A. Well, because I know it was our  
 2 intent not to ask for damages --  
 3 Q. Well --  
 4 A. -- currently.  
 5 Q. If you look at paragraph (sic)  
 6 6047, it is a contract dated October 15th,  
 7 2016, with the Ickes & Enright Group, correct?  
 8 A. Correct.  
 9 Q. And that was prior to the date the  
 10 PSA was executed, correct?  
 11 A. Yes, but I can't tell from the  
 12 invoice when they actually did the work.  
 13 Q. Well, do you have any reason to  
 14 believe that they did not start their work  
 15 until after the PSA was executed?  
 16 A. Yeah, I just can't tell one way or  
 17 the other from this invoice.  
 18 Q. Well, I am not really limiting it  
 19 to the invoice. Do you know one way or the  
 20 other whether Nuclear Development is seeking  
 21 damages for services provided by -- for  
 22 services performed prior to the date the PSA  
 23 was executed?

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1 A. I don't.  
 2 Q. Why did they stop working for ND?  
 3 A. Well, there reached -- there  
 4 reached a point in time where we decided that  
 5 we wanted to cut back on the number of these  
 6 kinds of services that we were getting. And so  
 7 we concentrated on just a couple of firms to  
 8 help us with this type of work, one of them  
 9 being Bud Cramer's firm that we talked about  
 10 already. So we used them for a period of time  
 11 and decided that we weren't going to continue.  
 12 Q. They are more a  
 13 democratic-oriented lobbying firm, correct?  
 14 A. That's what I have been told.  
 15 Q. The next vendor is McCollum  
 16 Holdings, LLC, correct?  
 17 A. Yes.  
 18 Q. And that is your company, correct?  
 19 A. It is.  
 20 Q. And Exhibit 150 is a compilation  
 21 of the invoices and payment records that your  
 22 company has sent to Nuclear Development for  
 23 which Nuclear Development is seeking TVA to pay

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1 damages, correct?  
 2 A. Correct.  
 3 (Exhibit Number 150 was referred  
 4 to in this deposition.)  
 5 Q. And does this represent the full  
 6 amount you were paid by Nuclear Development for  
 7 the time period covered by these invoices?  
 8 A. For the time period covered by  
 9 these invoices, yes.  
 10 Q. Okay. And when did you become  
 11 CEO?  
 12 A. I would have to go back and check  
 13 the date. I think we covered that in my  
 14 previous deposition. I don't recall the exact  
 15 date right now.  
 16 Q. And Nuclear Development is asking  
 17 for the payments made to you -- let me start  
 18 over.  
 19 Nuclear Development is seeking in  
 20 damages amounts paid to you for services  
 21 rendered after the closing did not occur on  
 22 November 30th, 2018, correct?  
 23 A. That's correct.

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1 A. So, yeah, the term related to the  
 2 litigation, so the hours -- the hours that I  
 3 spent preparing for and giving depositions are  
 4 included in my invoices.  
 5 Q. Well, I guess let me ask between  
 6 late November of 2018 and the end of May of  
 7 2019, were you involved in meetings pertaining  
 8 to the litigation?  
 9 A. Other than preparing for and  
 10 giving depositions and conversations with  
 11 lawyers about scheduling depositions, that sort  
 12 of thing, no.  
 13 Q. Okay. So am I understanding you  
 14 to say that prior to getting ready for your  
 15 deposition both substantively and logistically,  
 16 you had no involvement with the litigation?  
 17 A. That's right.  
 18 Q. Okay. Now, in looking through the  
 19 detailed invoices which begin at page 6557  
 20 through -- in Exhibit 150 --  
 21 A. Yes.  
 22 Q. -- I think it would be fair to say  
 23 that the description contained under the column

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1 Q. And were you involved at all in  
 2 reviewing the lawsuit that was filed in this  
 3 case prior to it being filed?  
 4 A. Not prior to it being filed.  
 5 Q. All right. Did you review it  
 6 after it was filed?  
 7 A. Yes, I read documents pertaining  
 8 to the lawsuit after they were filed.  
 9 Q. All right. And is your time for  
 10 doing that included in Exhibit 150?  
 11 A. No.  
 12 Q. Nothing related to the litigation  
 13 is included in Exhibit 150, is that right?  
 14 A. That's correct.  
 15 Q. All right. Have you billed for  
 16 your time you spent in connection with the  
 17 litigation separately?  
 18 A. No.  
 19 Q. You are saying from the time the  
 20 lawsuit was filed in late November of 2018  
 21 through May of 2019, you did not charge one  
 22 minute of time for anything relating to the  
 23 litigation?

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1 Item is rather limited. Would you agree with  
 2 that?  
 3 A. Yes, I don't provide detailed  
 4 descriptions.  
 5 Q. It appears as though most of your  
 6 entries are either for meetings, research on  
 7 Bellefonte project, or report writing  
 8 Bellefonte, is that a fair characterization?  
 9 A. Yes. I have about four or five  
 10 categories that I bill under, and those are far  
 11 and away the three most common.  
 12 Q. And you certainly -- your time as  
 13 shown in Exhibit 150 included work to find  
 14 customers for power that might be generated by  
 15 Nuclear Development Bellefonte, correct?  
 16 A. Correct.  
 17 Q. And it would include your work in  
 18 helping prepare the application for transfer of  
 19 the construction permits, correct?  
 20 A. Correct.  
 21 Q. And it would include your work in  
 22 locating the various vendors that would be  
 23 involved in preparing for and resuming

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1 construction of the Bellefonte plant, correct?

2 A. Correct.

3 Q. And it would include time spent  
4 with regard to the DOE loan application,  
5 correct?

6 A. Correct.

7 Q. Did you have an understanding with  
8 Nuclear Development that you would only bill in  
9 whole-hour increments?

10 A. No.

11 Q. That's just how you do it?

12 A. Yeah, if I spend -- if I spend  
13 three and a half hours researching information  
14 on -- to validate our assumptions on future  
15 power prices, for example, I'll typically bill  
16 three hours. So I don't try to break it down  
17 to every fifteen minute increment.

18 Q. Okay. The next entry is for  
19 Midcontinent Independent System Operator, Inc.  
20 known as MISO, correct?

21 A. Correct.

22 (Exhibit Number 151 was referred  
23 to in this deposition.)

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1 Q. And if you look at Exhibit 151,  
2 this is the payment records for two payments  
3 and the invoice for one of those payments,  
4 correct?

5 A. Yes.

6 Q. And why did Nuclear Development  
7 join MISO?

8 A. So TVA's stated position is that  
9 it will not wheel power through its  
10 transmission system if the delivery point is  
11 within their TVA service territory. So to get  
12 from Bellefonte -- the Bellefonte location to  
13 Memphis, you would have to go through the  
14 south -- wheel through the Southern Company  
15 system and then up through MISO. And so to do  
16 that, you need to be a generating member of  
17 MISO. So Nuclear Development joined MISO as a  
18 generating member.

19 Q. Why did Nuclear Development feel  
20 the need to do that when they were years away  
21 from generating?

22 A. Because becoming a member you get  
23 a seat at the table when MISO looks at

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1 potential transmission options and delivery  
2 options for Memphis as a customer.

3 Q. All right. The next entry is for  
4 Moody's which we have already talked about a  
5 little. Let me direct you to Exhibit 152.  
6 (Exhibit Number 152 was referred  
7 to in this deposition.)

8 Q. And am I correct that this is the  
9 payment record and invoice for the amount that  
10 Moody's charged for its credit rating?

11 A. Yes, that's correct.

12 Q. And I can't remember if I asked  
13 this earlier, but do you know if a hundred and  
14 ninety-five thousand dollars is a reasonable  
15 and customary charge in the industry for the  
16 work that Moody's Investor Service did for  
17 Nuclear Development on this project?

18 A. I don't. But there are very  
19 limited options for where you can go to get a  
20 credit rating from a recognized authority. So  
21 it's -- there is not a lot of competition.

22 Q. All right. The next vendor on the  
23 list is Morgan Lewis.

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1 A. Yes.

2 (Exhibit Number 153 was referred  
3 to in this deposition.)

4 Q. Turn your attention to Exhibit  
5 153. Am I correct that that is the compilation  
6 of payment records and invoices for the work  
7 done by Morgan Lewis for which Nuclear  
8 Development is asking TVA to pay damages?

9 A. Yes.

10 Q. And what role did Morgan Lewis  
11 play?

12 A. They are -- they are our attorney.  
13 The portion of Morgan Lewis that we are engaged  
14 with specializes in nuclear licensing matters  
15 for the NRC and ACRS, and so they have provided  
16 us legal advice related to -- most of the work  
17 is directly related to the transfer application  
18 for transferring construction permits and our  
19 other NRC interface. But then collaterally  
20 they get involved with supporting -- providing  
21 some information for the DOE application  
22 because DOE asks questions about what is it  
23 going to take for you to do X, Y, or Z with

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1 NRC, and so we have gotten legal opinions from  
2 Morgan Lewis on some of those topics.

3 Q. You said the ACRS. What is ACRS?

4 A. The ACRS is the Advisory Committee  
5 for Reactor Safety. And so in the licensing  
6 process, when you apply for an operating level  
7 construction permit or an operating license,  
8 there is a step in the process where after the  
9 technical review by the NRC staff, the  
10 application would go to the ACRS for review and  
11 approval prior to approval by the Nuclear  
12 Regulatory Commission. So they are an  
13 independent group that reviews significant  
14 licensing actions.

15 Q. Now, as with other law firm  
16 invoices we have looked at, this has the  
17 description of services provided redacted.  
18 Have you reviewed the unredacted version of  
19 these invoices?

20 A. I have not.

21 Q. And you are aware that much of the  
22 work done by Morgan Lewis involved meeting with  
23 non-Nuclear Development personnel, correct?

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1 submitted in connection with this case. Have  
2 you reviewed this prior to today?

3 A. I have not.

4 (Exhibit Number 154 was referred  
5 to in this deposition.)

6 Q. Well, let me direct your attention  
7 to paragraph four and have you review it, MPR's  
8 statement of the services it provided to  
9 Nuclear Development.

10 A. (Reviewing document.) Okay.

11 Q. All right. And Mr. Coward says  
12 MPR prepared an independent engineer report for  
13 use in connection with the United States  
14 Department of Energy Loan Guarantee Program.  
15 Do you believe that is an accurate statement?

16 A. It is.

17 Q. He says that MPR prepared  
18 preliminary project plans for executing the  
19 project to complete construction of the  
20 Bellefonte Nuclear Plant. Is that accurate?

21 A. Yes.

22 Q. He says MPR prepared supplemental  
23 materials to support Nuclear Development's

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1 A. Yes.

2 Q. All right. And then if you look  
3 at page 6773 of Exhibit 153, this indicates  
4 that Nuclear Development is seeking damages  
5 from TVA for services rendered by Morgan Lewis  
6 after the closing did not occur on November  
7 30th, 2018, correct?

8 A. That's correct.

9 Q. The next vendor is MPR Associates.  
10 Before we go on to that, why don't we take a  
11 five-minute break?

12 MR. O'REAR: Okay.

13 THE COURT REPORTER: Off the  
14 record at 2:19.

15 (Whereupon, a break was had from  
16 2:19 p.m. until 2:26 p.m.)

17 THE COURT REPORTER: We are back  
18 on the record at 2:26.

19 Q. (BY MR. LEMBKE:) Mr. McCollum,  
20 the next vendor on the list, as I said before  
21 our break, is MPR Associates. And I want to  
22 direct your attention to Exhibit 154 which is  
23 the declaration of Robert N. Coward that's been

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1 engagement with the Department of Energy and  
2 the Nuclear Regulatory Commission. Is that  
3 accurate?

4 A. That's true.

5 Q. He says that MPR prepared plans  
6 for the Nuclear Development Owner's  
7 Organization during construction and operation  
8 of Bellefonte. Is that accurate?

9 A. Yes.

10 Q. And he says that MPR prepared an  
11 economic benefits paper assessing the benefits  
12 to the Alabama local community from completing  
13 the Bellefonte Nuclear Plant. Is that  
14 accurate?

15 A. Yes.

16 Q. All right. Is there anything else  
17 that MPR did for Nuclear Development that is  
18 not listed in paragraph four of Mr. Coward's  
19 declaration?

20 A. Not that I am aware of.

21 Q. All right. Now, for those  
22 services, MPR charged a little over two hundred  
23 eighty-seven thousand -- almost two hundred

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1 eighty-eight thousand dollars. Is it your  
2 understanding that those are reasonable and  
3 customary charges for the work that MPR  
4 performed in this matter?

5 A. They are for the -- for the level  
6 of capability and expertise that MPR provides.

7 Q. And have you had prior experience  
8 with MPR before Nuclear Development?

9 A. Yes.

10 Q. Let me direct your attention to  
11 Exhibit 155.

12 (Exhibit Number 155 was referred  
13 to in this deposition.)

14 Q. This is a compilation of the  
15 invoices and payment records pertaining to the  
16 amounts charged by MPR for which Nuclear  
17 Development is asking TVA to pay damages,  
18 correct?

19 A. Yes.

20 Q. And if we look at page 6161, this  
21 is an invoice pertaining to the Bellefonte  
22 independent engineer report, do you see that?

23 A. I do.

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1 A. Yes.

2 Q. And then if you look at the next  
3 page, 6166, in Exhibit 155, the contract charge  
4 for the economic benefit analysis was  
5 twenty-five thousand dollars, right?

6 A. Yes.

7 Q. And were you involved in  
8 negotiating that amount with MPR?

9 A. Not directly.

10 Q. Who did it?

11 A. One second. Sorry. Frank Haney  
12 had discussions with them about that particular  
13 contract, and they arrived at the twenty-five  
14 thousand dollar figure to do that scope of  
15 work.

16 Q. I could not hear, which Haney did  
17 you say had that conversation?

18 A. Frank.

19 Q. Frank, okay. And do you know if  
20 twenty-five thousand dollars is a reasonable  
21 and customary charge in the industry for an  
22 economic benefit analysis of that type?

23 A. Yes, based on my experience with

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1 Q. And the contract maximum for that  
2 was two hundred fifteen thousand dollars,  
3 correct?

4 A. Correct.

5 Q. And did -- how was that amount  
6 negotiated?

7 A. Basically it was a discussion with  
8 MPR. They -- we were referred to MPR as one of  
9 the few firms that had extensive experience in  
10 preparing these types of independent engineer  
11 reports for the Department of Energy -- for  
12 Department of Energy applications. And so we  
13 had discussions with them. They understood the  
14 scope and form of the report that the DOE staff  
15 was expecting. So -- and then we discussed the  
16 availability of the information on Bellefonte,  
17 how that could be provided, and arrived at a  
18 contract figure.

19 Q. And then if you look at 6164,  
20 looks like that amount was ultimately increased  
21 to two hundred nineteen thousand nine hundred  
22 eighty-three dollars for the independent  
23 engineer report, correct?

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1 having similar studies done in other places,  
2 that seems like a reasonable figure.

3 Q. All right. If you look at page  
4 6168 in the same exhibit, the next project is  
5 Bellefonte restart planning with a contract  
6 maximum of fifteen thousand five hundred  
7 seventy dollars fifteen cents. Do you see  
8 that?

9 A. Yes.

10 Q. What did that restart planning  
11 involve?

12 A. We -- we got a request from --  
13 well, we got a number of requests from the  
14 Department of Energy staff for additional  
15 pieces of information. One of those was to put  
16 together a better representation of what the  
17 organization and schedule would look like for  
18 beginning the completion of the plant through  
19 start-up. And so MPR helped us put a portion  
20 of that together.

21 Q. All right. And if you look at  
22 6182 in the same exhibit, it looks like that  
23 contract maximum ultimately rose to forty-two



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1 thousand eight hundred three dollars and  
2 sixteen cents, right?

3 A. Yes.

4 Q. Was that done on an hourly rate  
5 basis?

6 A. It was a combination. We  
7 continued to get additional feedback and  
8 questions from DOE staff. So it -- you know,  
9 we started out with a scope and then they had  
10 to add more work and more detail, do some work  
11 on the graphical representation of some of the  
12 information. And so when they gave us the  
13 amounts for the contract price increases, I  
14 think some of that was just based off of how  
15 much time and material it was going to cost  
16 them to do the additional work.

17 Q. All right. The next vendor is  
18 Thomas Myers. Who is Thomas Myers?

19 A. He is a retired engineer with --  
20 who has a lot of experience with Bellefonte and  
21 with cost -- project cost and schedule  
22 management.

23 Q. And where did he retire from?

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1 reviewing estimates for completion of the  
2 project and reviewing information, bids  
3 submitted by other firms for work that they  
4 might do in support of the Bellefonte  
5 completion.

6 Q. All right. The next invoice is  
7 from Navton Consulting Services, LLC. Let me  
8 direct you to paragraph (sic) 157.

9 (Exhibit Number 157 was referred  
10 to in this deposition.)

11 Q. This is an invoice, a payment  
12 record, correct?

13 A. Yes.

14 Q. And what did Navton Consulting  
15 Services do for Nuclear Development?

16 A. So they -- they prepared an  
17 engineer's report. When we began the process  
18 of applying for the Department of Energy  
19 loan -- loan guarantee, we had Navton, which is  
20 a small company composed mostly of people who  
21 were involved in engineering at Bellefonte at  
22 TVA and have since retired, we had them prepare  
23 a short engineer's report reviewing the status

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1 A. Well, he has worked several  
2 places, but TVA most notably.

3 Q. Did he work at Bellefonte?

4 A. It is my understanding that he  
5 worked on the Bellefonte project at one time.

6 Q. And do you know how long ago he  
7 retired?

8 A. I don't know.

9 (Exhibit Number 156 was referred  
10 to in this deposition.)

11 Q. Okay. And am I correct that  
12 Exhibit 156 reflects the invoices and payment  
13 records for the amounts charged by Mr. Myers  
14 for which Nuclear Development wants TVA to pay  
15 damages?

16 A. Yes.

17 Q. And so I'm not sure I am entirely  
18 clear. What engineering business was he  
19 providing or what was he supporting with those  
20 services?

21 A. Yeah, his expertise is in project  
22 costing and cost and scheduling. So he was  
23 providing support in running numbers and

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1 of the project. And since Bellefonte is unique  
2 in terms of the kinds of projects that DOE was  
3 doing, we had them highlight for the DOE staff  
4 the status of the plant, the amount of physical  
5 completion there, the status of the systems,  
6 work that had been done to review the systems  
7 for readiness, for completion and that sort of  
8 thing, and submitted that report as part of our  
9 initial package of information to the DOE in  
10 support of our loan application.

11 MR. LEMBKE: Let's go off the  
12 record for just a second.

13 (Off-the-record discussion.)

14 MR. LEMBKE: Let's go back on the  
15 record.

16 Q. (BY MR. LEMBKE:) Mr. McCollum,  
17 looking at Exhibit 157, it indicates the  
18 invoice period is October 29th to November  
19 30th, 2016. Do you know if Navton began work  
20 before the Purchase and Sale Agreement between  
21 Nuclear Development and TVA was executed?

22 A. Yes, they did.

23 Q. They did. And so Nuclear

<p style="text-align: right;">Page 157</p> <p>1 Development is seeking damages from TVA for</p> <p>2 services rendered before the contract was</p> <p>3 executed, right?</p> <p>4 A. Yes.</p> <p>5 MR. O'REAR: Well, they are on the</p> <p>6 list. As Mr. McCollum said, there was no</p> <p>7 intent to do that. The date of the invoice is</p> <p>8 December 13th that we received from Ms.</p> <p>9 Thurman. So if those were the dates of service</p> <p>10 then -- and if they preceded November 14, 2016,</p> <p>11 we will not claim that amount.</p> <p>12 Q. (BY MR. LEMBKE:) Do you know, Mr.</p> <p>13 McCollum, how much of the five thousand five</p> <p>14 hundred twelve dollars and fifty cents was</p> <p>15 incurred prior to the contract execution date</p> <p>16 between TVA and Nuclear Development?</p> <p>17 A. I do not.</p> <p>18 MR. LEMBKE: Let's go off the</p> <p>19 record again.</p> <p>20 (Off-the-record discussion.)</p> <p>21 MR. LEMBKE: Let's go back on the</p> <p>22 record.</p> <p>23 Q. (BY MR. LEMBKE:) The next vendor</p>	<p style="text-align: right;">Page 158</p> <p>1 on Exhibit 120 is Norton Rose Fulbright. Mr.</p> <p>2 McCollum, what did Norton Rose Fulbright do for</p> <p>3 Nuclear Development?</p> <p>4 A. They are a law firm that provided</p> <p>5 advice for us on -- primarily related to</p> <p>6 pursuing the DOE loan application. So -- so</p> <p>7 like the people we are engaged with at Morgan</p> <p>8 Lewis, their expertise is specifically in</p> <p>9 dealing with matters before the Nuclear</p> <p>10 Regulatory Commission or matters involving</p> <p>11 commercial nuclear power plants. And these</p> <p>12 folks are -- we engaged for their expertise on</p> <p>13 the Department of Energy loan application</p> <p>14 process and how to -- it is a Byzantine</p> <p>15 process, so you need help to be able to</p> <p>16 navigate the steps in the process and</p> <p>17 understand what the requirements are and how</p> <p>18 you are supposed to comply with those</p> <p>19 requirements in your application.</p> <p>20 Q. All right. Let me direct your</p> <p>21 attention to Exhibit 158. Am I correct that</p> <p>22 this is a compilation of records and invoices</p> <p>23 for charges by Norton Rose Fulbright for which</p>
<p style="text-align: right;">Page 159</p> <p>1 Nuclear Development is asking TVA to pay</p> <p>2 damages?</p> <p>3 A. Yes.</p> <p>4 (Exhibit Number 158 was referred</p> <p>5 to in this deposition.)</p> <p>6 Q. Am I correct that other lawyer</p> <p>7 invoices we looked at today -- and this has a</p> <p>8 number of pages that -- where the narrative</p> <p>9 description of the services rendered have been</p> <p>10 redacted?</p> <p>11 A. That's correct.</p> <p>12 Q. And you have not reviewed an</p> <p>13 unredacted copy of this bill?</p> <p>14 A. That's correct.</p> <p>15 Q. All right. RepEquity, what is</p> <p>16 RepEquity?</p> <p>17 A. So they -- they are a media</p> <p>18 relations firm that we engaged to help us with</p> <p>19 some work associated with pursuing the sale of</p> <p>20 Bellefonte power.</p> <p>21 Q. All right. And there is reference</p> <p>22 to the ORM -- well, first, let me direct you to</p> <p>23 Exhibit 159.</p>	<p style="text-align: right;">Page 160</p> <p>1 (Exhibit Number 159 was referred</p> <p>2 to in this deposition.)</p> <p>3 Q. Am I correct that this is a copy</p> <p>4 of the invoice and payment records of the</p> <p>5 amounts charged by RepEquity for which Nuclear</p> <p>6 Development has asked TVA to pay damages?</p> <p>7 A. Yes.</p> <p>8 Q. And the -- on page 6216 of Exhibit</p> <p>9 159, there is a reference to an ORM retainer,</p> <p>10 do you see that?</p> <p>11 A. Yes.</p> <p>12 Q. What is an ORM retainer?</p> <p>13 A. I do not recall. This has been a</p> <p>14 while back. I do not recall what ORM stands</p> <p>15 for, I'm sorry.</p> <p>16 Q. All right. The next vendor on the</p> <p>17 list is Rock Creek Advisors?</p> <p>18 A. Yes.</p> <p>19 Q. And if you look at Exhibit 160,</p> <p>20 that is a declaration given by Mr. William</p> <p>21 Gaynor of Rock Creek Advisors in connection</p> <p>22 with this litigation. Have you seen this</p> <p>23 declaration before?</p>

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1 (Exhibit Number 160 was referred  
2 to in this deposition.)  
3 A. I have not.  
4 Q. Let me direct your attention to  
5 paragraph five and give you a moment to review  
6 it. Mr. Gaynor describes what Rock Creek  
7 Advisors provided for Nuclear Development.  
8 A. (Reviewing document.) Okay.  
9 Q. All right. In paragraph five, Mr.  
10 Gaynor says strategic outreach. Did Rock Creek  
11 Advisors assist Nuclear Development with  
12 strategic outreach?  
13 A. Yes.  
14 Q. What does that mean?  
15 A. That normally translates into  
16 contacting and meeting with people who are in  
17 either elected positions or appointed positions  
18 in agencies that can help you with, in this  
19 case, the DOE loan application.  
20 Q. And was the work that Rock Creek  
21 Advisors -- the work it did for Nuclear  
22 Development directed to the DOE loan  
23 application?

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1 is a compilation of the records and invoices  
2 from Rock Creek Advisors for which Nuclear  
3 Development is asking TVA to pay damages?  
4 A. Yes.  
5 Q. How did the amount of thirty  
6 thousand dollars for a monthly retainer provide  
7 that?  
8 A. Well, like most of these  
9 lobbyists, they want to do a retainer type of  
10 arrangement as opposed to having to bill hours.  
11 And so there was discussion between Mr. Gaynor  
12 and the Haneys and they agreed on a thirty  
13 thousand dollar retainer fee.  
14 Q. And why were these not billed in  
15 consecutive months? It looks like they were  
16 March and April and then a few months -- May  
17 and June were not months in which you did  
18 anything in 2017 and then did things for a few  
19 more months and then it ended. What was the  
20 reason for that intermittent work?  
21 A. I think it was just that this DOE  
22 loan application process kind of proceeds in  
23 fits and starts. As I indicated earlier, you

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1 A. Yes.  
2 Q. Do you recall them providing any  
3 advice or services in connection with any other  
4 matter for Nuclear Development, other than the  
5 DOE loan application?  
6 A. Yeah, so there was some incidental  
7 work that was done providing advice related to  
8 the federal incentive programs and some advice  
9 regarding the interface between the federal  
10 officials and some of the state issues such as  
11 the issues that were going on in South Carolina  
12 related to the mixed oxide fuel project and  
13 funding for that project, which was a potential  
14 fuel source for Bellefonte. So incidentally  
15 there were some other issues that Mr. Gaynor  
16 provided some input and advice on. But the  
17 overwhelming amount of his time was spent in  
18 support of the DOE loan application.  
19 Q. All right. Let me direct your  
20 attention to para -- or Exhibit 161.  
21 (Exhibit Number 161 was referred  
22 to in this deposition.)  
23 Q. Which is -- am I correct that this

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1 develop a lot of information in support of the  
2 application and have a lot of discussions, then  
3 you upload a bunch of information to the DOE  
4 staff and they work on that. And you basically  
5 don't hear much from them for a period of time.  
6 So we just sort of adjusted his work based on  
7 what kind of activity was going on.  
8 Q. All right. The next vendor in  
9 Exhibit 120 is Rocket City Digital. Let me  
10 direct you to 162, Exhibit 162.  
11 (Exhibit Number 162 was referred  
12 to in this deposition.)  
13 Q. Am I correct that this is a  
14 compilation of the payment records and invoices  
15 for which Nuclear Development has asked --  
16 invoices from Rocket City Digital for which  
17 Nuclear Development is asking TVA to pay  
18 damages?  
19 A. That's correct.  
20 Q. What did Rocket City Digital do  
21 for TVA?  
22 A. For Nuclear Development?  
23 Q. For Nuclear Development, thank

1 you.

2 A. So Rocket City which refers to

3 Huntsville, Alabama, Rocket City Digital is a

4 video production outfit. They were engaged to

5 put together a couple of videos for us which

6 were intended to be used to -- in meetings with

7 local Bellefonte or Alabama stakeholders and

8 potential power customers to help us tell the

9 story of what Bellefonte was, what kind of

10 condition it is in, how you would go about

11 bringing it to life and so forth. So it's a

12 way of having that discussion with potential

13 customers in a more engaging form than trying

14 to read something off of a piece of paper.

15 Q. And did you ever see the video

16 that was produced by Rocket City Digital?

17 A. Well, I saw -- I saw one video

18 they produced which -- which opens with a --

19 like an early morning sunrise at Bellefonte,

20 picture of a view, and then it proceeds on from

21 there. We used that -- we used that a number

22 of times in discussions with other people.

23 Q. All right. What other people did

1 Q. -- the declaration that Susan

2 Adler Thorp gave in connection to this

3 litigation. And let me direct your attention

4 to paragraph five and give you a minute to look

5 at it.

6 A. (Reviewing document.) Yes.

7 Q. All right. Also take a look at

8 paragraph four, I want to develop that first.

9 A. (Reviewing document.)

10 Q. In it -- in four, Ms. Thorp

11 testifies that she was engaged to advise ND and

12 assist ND in developing its confidential

13 governmental relations, media and media

14 relations, public relations, and political

15 strategies related to the acquisition and use

16 of the Bellefonte Nuclear Plant site for

17 Nuclear Development, LLC's ("ND") use.

18 My question to you is what role

19 did she play with regard to the acquisition of

20 the Bellefonte site?

21 A. None.

22 Q. Okay.

23 A. I have no idea why item four is

1 you use it with?

2 A. Well, the mayor and chief

3 operating officer of the City of Memphis, the

4 head of -- well, I guess his title is probably

5 chairman of the board of Seven States Power,

6 the -- some of the members of the Tennessee

7 Valley Power Providers Association (sic). I

8 believe -- I believe it was shown to some

9 people -- some elected officials in Nashville

10 as well and then some people associated with

11 the Electric Power Board of Chattanooga.

12 Q. Was anyone ever told when they saw

13 it that they had to keep it confidential, what

14 they saw?

15 A. Not that I am aware.

16 Q. All right. The next vendor on the

17 list is Susan Adler Thorp Communications. It

18 says corporation on the Exhibit 120.

19 A. Yes.

20 Q. And let me take you to

21 paragraph -- excuse me, Exhibit 163 --

22 (Exhibit Number 163 was referred

23 to in this deposition.)

1 worded in that way.

2 Q. Okay. Now, with regard to

3 paragraph five, she said she provided

4 confidential political and marketing research,

5 do you see that?

6 A. Yes.

7 Q. Is that an accurate statement?

8 A. It is.

9 Q. What did it pertain to?

10 A. She helped us with political and

11 marketing relative to local stakeholders in

12 Memphis, Tennessee in and outside of

13 government.

14 Q. Was her work focused specifically

15 on the potential purchase of power from

16 Bellefonte by Memphis?

17 A. Yes.

18 Q. All right. And is the remainder

19 of what she identifies in paragraph five an

20 accurate statement of what she did for ND?

21 A. Yes.

22 Q. All right. And is there anything

23 not listed here that you recall her performing

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1 for ND?

2 A. No, I believe these topics that  
3 she provides in here cover everything that she  
4 has done on our behalf.

5 Q. All right. Now, let me direct  
6 your attention to Exhibit 164.

7 (Exhibit Number 164 was referred  
8 to in this deposition.)

9 Q. And am I correct that this is a  
10 compilation of payment records and invoices  
11 from Susan Adler Thorp Communications for which  
12 Nuclear Development is asking TVA to pay  
13 damages?

14 A. Yes.

15 Q. All right. And none of the  
16 invoices provide any detail of what she was  
17 doing, correct?

18 A. That's correct.

19 Q. And her monthly retainer started  
20 at five thousand dollars a month but then  
21 increased in March 2019 to six thousand dollars  
22 a month, correct?

23 A. Correct.

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1 Q. Why did it go up?

2 A. Well, her -- her contract was  
3 coming up and so we negotiated a revised  
4 contract amount with her.

5 Q. All right. And Nuclear  
6 Development is asking TVA to pay as damages the  
7 amounts she charged several months after the  
8 closing did not occur on November 30th, 2018,  
9 correct?

10 A. Right.  
11 (Exhibit Number 165 was referred  
12 to in this deposition.)

13 Q. Next on the list is Sutton Reid  
14 Advertising. And let me direct your attention  
15 to Exhibit 165 which is a declaration that  
16 Steven Reid has given in this matter. And in  
17 particular, I want you to focus on paragraphs  
18 four and five of his declaration. First, let  
19 me ask, have you seen this declaration before  
20 today?

21 A. (Reviewing document.)

22 Q. Have you seen this declaration  
23 before today, Mr. McCollum?

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1 A. (No response.)

2 Q. Mr. McCollum, can you hear me?

3 A. No, I have not, I'm sorry, I  
4 just --

5 MR. O'REAR: Bill, we can't hear  
6 you, you are breaking up.

7 MR. LEMBKE: Let's go off the  
8 record.

9 THE COURT REPORTER: Off the  
10 record at 3:00.

11 (Off-the-record discussion.)

12 THE COURT REPORTER: Back on at  
13 3:04.

14 Q. (BY MR. LEMBKE:) Mr. McCollum, I  
15 was asking you about Exhibit 165 when we had  
16 technical difficulty. Have you seen Exhibit  
17 165 before today?

18 MR. O'REAR: I don't see him on my  
19 screen.

20 MR. LEMBKE: He is on the screen  
21 but he is frozen. Let's go off the record.

22 (Off-the-record discussion.)

23 THE COURT REPORTER: Back on the

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1 record at 3:08.

2 Q. (BY MR. LEMBKE:) Mr. McCollum, we  
3 are working through some technical  
4 difficulties. Can you hear me?

5 A. Yes, I can.

6 Q. Okay. I was asking you about  
7 Exhibit 165 which is the declaration of Mr.  
8 Reid. Have you seen that before today?

9 A. I have not.

10 Q. And I previously asked you about  
11 the declaration of Susan Adler Thorp which was  
12 Exhibit 163. Had you seen that?

13 A. I have not.

14 Q. Okay. Now, with regard to -- in  
15 paragraph four of Exhibit 165 which is Mr.  
16 Reid's declaration, he talks about being  
17 retained to advise Nuclear Development on --  
18 and as with Ms. Adler Thorp, he says services  
19 were, quote, related to the acquisition and use  
20 of the Bellefonte Nuclear Plant site for  
21 Nuclear Development, LLC's use. My question  
22 is, did Mr. Reid have anything to do with  
23 advising Nuclear Development on the acquisition

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1 of the Bellefonte Nuclear Plant site?

2 A. He did not.

3 Q. Okay. And looking at his

4 description of services he provided in

5 paragraph five, do you regard that as a full

6 and complete statement of the services his firm

7 provided for Nuclear Development?

8 A. Yes, I do.

9 Q. And is it fair to say that all of

10 his work related to the effort to get Memphis

11 to purchase power from Bellefonte?

12 A. That is correct.

13 Q. Okay. It says in paragraph five

14 that he wrote, produced, and directed a video

15 promoting the Bellefonte Nuclear Plant and the

16 benefits to Memphis. Was that ever shown to

17 anybody?

18 A. Not that I am aware.

19 Q. Okay. Now let me direct your

20 attention to Exhibit 166.

21 (Exhibit Number 166 was referred

22 to in this deposition.)

23 Q. And am I correct that this is a

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1 A. Correct.

2 Q. And Mr. Reid indicated that he was

3 involved in participating in meetings with

4 government officials in Memphis. What

5 government officials did he meet with?

6 A. City council members, the mayor

7 and members of the administration such as the

8 city attorney, chief operating officer, as well

9 as Memphis Light, Gas & Water board members and

10 executives.

11 Q. And do you know what --

12 (Reporter interruption.)

13 Q. Mr. Reid indicates that he met

14 with reporters and members of the media

15 regarding Bellefonte and power supply options

16 for Memphis. Do you know who he met with in

17 that regard?

18 A. I'm sure I don't know everyone

19 that he met with, but he had interviews with

20 Bill Dries with the Memphis "Commercial Appeal"

21 and Sam Hardiman with the Daily Memphian and

22 Richard Ransom with one of the local Memphis

23 television stations.

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1 compilation of payment records and invoices

2 from Sutton Reid Advertising to Nuclear

3 Development that Nuclear Development is asking

4 TVA to pay as damages?

5 A. Yes.

6 Q. And am I correct that these --

7 Sutton Reid was retained on a retainer basis,

8 correct?

9 A. That's correct.

10 Q. And that retainer amount went from

11 five thousand dollars to six thousand dollars a

12 month in March 2019, correct?

13 A. Yes.

14 Q. And why was retainer for Sutton

15 Reid increased?

16 A. Well, there are no secrets in

17 Memphis, so when Ms. Thorp negotiated a higher

18 rate, so did Mr. Reid.

19 Q. Okay. And Nuclear Development is

20 asking TVA to pay amounts to -- or amounts in

21 damages for services provided by Sutton Reid

22 for several months after the November 30th,

23 2018 closing date, correct?

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1 (Exhibit Number 167 was referred

2 to in this deposition.)

3 Q. The last vendor on Exhibit 120 is

4 Bruce Turner firm. And let me direct your

5 attention to Exhibit 167 which is a declaration

6 of Van Turner. Have you seen that before

7 today?

8 A. No, I have not.

9 Q. Let me ask you to take a moment to

10 review paragraphs four and five.

11 A. (Reviewing document.) Yes,

12 paragraph five is accurate.

13 Q. With regard to paragraph four, is

14 it correct when he says he was engaged for

15 legal representation related to the acquisition

16 of the Bellefonte Nuclear Plant site?

17 A. No.

18 Q. Okay. Does paragraph five provide

19 a full statement and complete statement of the

20 services that Mr. Turner's law firm provided

21 Nuclear Development?

22 A. Yes.

23 Q. Now, it says that part of the work



<p style="text-align: right;">Page 177</p> <p>1 he did was to prepare memoranda on legal</p> <p>2 issues, including law relating to potential</p> <p>3 political donations. Do you see that?</p> <p>4 A. I do.</p> <p>5 Q. And Nuclear Development is asking</p> <p>6 TVA to pay its damages amounts for a legal memo</p> <p>7 on potential political donations?</p> <p>8 A. Related to our effort to market</p> <p>9 power to Memphis, yes.</p> <p>10 Q. And these were political donations</p> <p>11 to who?</p> <p>12 A. I'm not sure who political</p> <p>13 donations were ultimately made to, but we were</p> <p>14 looking at issues related to donations to city</p> <p>15 council, people who were running for city</p> <p>16 council in Memphis and the mayor's election.</p> <p>17 Q. Other than the law relating to</p> <p>18 potential political donations, what other areas</p> <p>19 of legal topics did Mr. Turner's law firm</p> <p>20 research or prepare memoranda on?</p> <p>21 MR. O'REAR: I object to that.</p> <p>22 That's part of the attorney-client privilege.</p> <p>23 MR. LEMBKE: That is not part --</p>	<p style="text-align: right;">Page 178</p> <p>1 the subject matter is not part of the</p> <p>2 attorney-client privilege.</p> <p>3 MR. O'REAR: It could very well</p> <p>4 be, yes. And --</p> <p>5 MR. LEMBKE: You are asking us to</p> <p>6 pay for legal research and yet you don't want</p> <p>7 to tell us the topic of the legal research.</p> <p>8 MR. O'REAR: Well, I don't know if</p> <p>9 there is any legal research.</p> <p>10 MR. LEMBKE: That is my question.</p> <p>11 MR. O'REAR: You can ask him that.</p> <p>12 That wasn't your question but you can ask him</p> <p>13 that.</p> <p>14 Q. (BY MR. LEMBKE:) Are you aware of</p> <p>15 any legal research or legal memoranda prepared</p> <p>16 by the Bruce Turner law firm other than on the</p> <p>17 subject of the law related to political</p> <p>18 donations?</p> <p>19 A. I am not.</p> <p>20 Q. With regard to the Bruce Turner</p> <p>21 firm's review, revision, and drafting of</p> <p>22 contracts and other legal documents relating to</p> <p>23 Bellefonte project, other than drafts of</p>
<p style="text-align: right;">Page 179</p> <p>1 potential contracts and agreements with the</p> <p>2 City of Memphis and/or Memphis Light, Gas &amp;</p> <p>3 Water, are you aware of any other contracts or</p> <p>4 other legal documents the Bruce Turner firm</p> <p>5 worked on?</p> <p>6 A. I am not.</p> <p>7 Q. Now, Mr. Turner indicates that he</p> <p>8 participated in means and communications with</p> <p>9 governmental officials in Memphis on behalf of</p> <p>10 Nuclear Development. Which officials did he</p> <p>11 meet with?</p> <p>12 A. The mayor, members of the mayor's</p> <p>13 administration, and city council members.</p> <p>14 Q. All right. Now let me direct your</p> <p>15 attention to Exhibit 168.</p> <p>16 (Exhibit Number 168 was referred</p> <p>17 to in this deposition.)</p> <p>18 Q. This is the payment record and</p> <p>19 invoice pertaining to the amounts charged by</p> <p>20 Bruce Turner for which Nuclear Development is</p> <p>21 seeking damages in this case, correct?</p> <p>22 A. That's correct.</p> <p>23 Q. And as with other legal invoices,</p>	<p style="text-align: right;">Page 180</p> <p>1 the description of services have been redacted,</p> <p>2 correct?</p> <p>3 A. Correct.</p> <p>4 Q. And you have not read the</p> <p>5 unredacted version, correct?</p> <p>6 A. That's correct.</p> <p>7 MR. LEMBKE: Mr. McCollum, I don't</p> <p>8 have any more questions at this time.</p> <p>9 MR. O'REAR: I have no questions.</p> <p>10 THE COURT REPORTER: This</p> <p>11 concludes the deposition. The time is 3:20</p> <p>12 p.m.</p> <p>13</p> <p>14 FURTHER THE DEPONENT SAITH NOT</p> <p>15</p> <p>16 (Deposition concluded at 3:20 p.m.)</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p>

## DEPONENT'S CERTIFICATE

I, WILLIAM MCCOLLUM, the witness herein, have read the transcript of my testimony and the same is true and correct, to the best of my knowledge. Any corrections and/or additions, if any, are listed separately.

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Sworn to and subscribed before me, this  
the      day of      , 2020, to certify  
which witness my hand and seal of office.

NOTARY PUBLIC

## C E R T I F I C A T E

STATE OF ALABAMA  
JEFFERSON COUNTY

I hereby certify that the above  
and foregoing deposition was taken down by me  
in stenotypy, and the questions and answers  
thereto were reduced to typewriting under my  
supervision, and that the foregoing represents  
a true and correct transcript of the  
deposition given by said witness upon said  
hearing.

I further certify that I am  
neither of counsel nor of kin to the parties to  
the action, nor am I in anywise interested in  
the result of said cause.

/s/ Gail B. Pritchett

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Transcript Certified On 7/26/2020